**THIS INSTRUMENT PREPARED BY:**
**Martin Heller Potempa & Sheppard**
1935 21st Avenue South, Suite 100
Nashville, Tennessee 37212
(615) 800-7096

Karen Johnson Davidson County
Batch# 974945 DEEDQC
02/28/2023 11:15:08 AM 23 pgs
Fees: $117.00 Taxes: $0.00

20230228-0014070

KATIE AESCHLIMAN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

This Deed was prepared based upon information provided by the parties. No independent title examination was conducted. The preparer makes no representation as to the status of the title or the accuracy of the description.

**STATE OF TENNESSEE**
**COUNTY OF DAVIDSON**

The actual consideration for this transfer is: $0.00.

Kelli Grant
AFFIANT

Subscribed and sworn to before me, this the 17 day of FEBRUARY 2023.

Katie Aeschliman
NOTARY PUBLIC

My Commission Expires: May 5, 2025

# EXECUTOR'S QUITCLAIM DEED

| Address New Owner: | Send Tax Bills To: | Tax Information: |
|---|---|---|
| Bryan Bankhead<br>PO Box 3371<br>Little Rock, AR 72203 | New Owner | Map and Parcel:<br>103 05 0 058.00 |

**WHEREAS,** Augustus Bankhead (hereinafter "Decedent") died testate as a resident of Davidson County, Tennessee, on September 6, 2022. Decedent's Last Will and Testament dated April 27, 2022 (the "Will"), was admitted to probate on November 9, 2023, under Docket Number 22P1903 in the Seventh Circuit Court of the Twentieth Judicial District of Nashville and Davidson County, Tennessee. Said Order is attached hereto as **Exhibit 1**.

**WHEREAS**, by entry of the same Order, Bryan James Bankhead was appointed as the Personal Representatives of Decedent's Estate. A copy of the Letters Testamentary is attached hereto as **Exhibit 2**.

**WHEREAS**, pursuant to the terms of the Will, (attached hereto as **Exhibit 3**), Bryan James Bankhead is Decedent's sole residuary beneficiary of Decedent's Will. Pursuant to Tenn. Code Ann. § 31-2-103, Decedent's interest in real property vested in Bryan James Bankhead immediately upon Decedent's death as the sole owner.

**WHEREAS,** Bryan James Bankhead, in his capacity as the Executor of Decedent's Estate, hereby memorializes said vesting in **BRYAN JAMES BANKHEAD** as sole owner of the following real property located in Davidson County, Tennessee:

Being Lot No. 22 on the plan of Hillwood Park of record in Book 3300, page 28, Register's Office for said County more particularly described as follows:

Lot No. 22 fronts 366.06 feet on the westerly margin of Lea Wood Circle and extends back between lines 176.3 feet on the northerly lane and 232.1 feet on the southerly line to a dead line in the rear on which measures 149.5 feet.

Being the same property conveyed from Edward L. Jennings and wife, Aileen O. Jennings to Augustus Bankhead by warranty deed dated June 2, 1993, and of record in Book 8968, page 371, of Register's Office for Davidson County, Tennessee.

This is improved property commonly known as: **177 Lelawood Circle, Nashville, TN 37209.**

The legal description provided herein is the same as in the prior recorded deeds. Said properties are conveyed subject to such limitations, restrictions, and encumbrances as may affect each premises.

**IN WITNESS WHEREOF**, Grantor has executed this instrument on this the 30th day of January 2023.

BRYAN JAMES BANKHEAD
*Executor of the Estate of Augustus Bankhead*

STATE OF ARKANSAS )
COUNTY OF Pulaski )

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named **Bryan James Bankhead**, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged himself as the **Executor** of the **Estate of Augustus Bankhead** and in his capacity as such **Executor**, acknowledged that the execution of the within instrument was for the purposes therein contained.

Witness my hand and official seal at office, this 30th day of January 2023.

NOTARY PUBLIC

My commission expires: 12-14-2032

SHARON HAMPTON ★ NOTARY PUBLIC - ARKANSAS ★ PULASKI COUNTY No. 12391414 COMM. EXP. 12-14-2032

EFILED 11/09/22 10:24 AM CASE NO. 22P1903 Joseph P. Day, Clerk

**IN THE SEVENTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE AT NASHVILLE (PROBATE DIVISION)**

| | | |
|---|---|---|
| **IN THE ESTATE OF** | ) | |
| **AUGUSTUS BANKHEAD,** | ) | **No.** _____ |
| **Decedent.** | ) | |

---

**ORDER TO ADMIT LAST WILL AND TESTAMENT TO PROBATE AND FOR ISSUANCE OF LETTERS TESTAMENTARY**

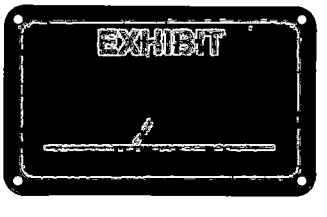
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This cause came to be heard this the 9th day of November 2022, before the Honorable Andra Hedrick, Judge of the Seventh Circuit Court of Nashville and Davidson County, Tennessee, upon the Petition to Admit Last Will and Testament to Probate and for Issuance of Letters Testamentary filed by Bryan James Bankhead, Petitioner. Based upon the unopposed Petition, a review of the record as a whole, the Court finds the Petition to be well-taken and, therefore, granted.

All interested persons were provided notice of this proceeding and sent a copy of the pending Petition. The original Last Will and Testament of Decedent, executed on April 27, 2022, was properly executed and witnessed by two persons. The Attestation Clause of the witnesses is attached to the Last Will and Testament. There is no opposition to the requested relief. From the findings of the Court, and for other good cause shown, the following is hereby Ordered:

It is, therefore, **ORDERED, ADJUDGED** and **DECREED** that the Last Will and Testament of the Decedent, dated April 27, 2022, shall be admitted for the purpose of probate. Notice to Creditors shall be given by the Clerk of the Court through publication or as otherwise required by law.





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It is, further, **ORDERED** that Petitioner, Bryan James Bankhead, shall be appointed Executor of the Estate of Augustus Bankhead. The Clerk of the Court shall issue Letters Testamentary accordingly. The requirements of posting a Bond, filing an Inventory, and filing Interim and Final Accountings are waived pursuant to the provisions of Decedent's Last Will and Testament.

It is, further, **ORDERED** that the costs and attorneys' fees incurred in connection with this cause shall be taxed to Decedent's estate.

It is so **ORDERED**.

**[SIGNATURE PAGE OF JUDGE TO FOLLOW]**

**APPROVED FOR ENTRY:**
*Submitted electronically and subject to Court revisions*

Jennifer Sheppard (024699)
Adam Barber (031014)
Kate Nyquist (038589)
**MARTIN HELLER POTEMPA & SHEPPARD, PLLC**
1935 21st Avenue South, Suite 100
Nashville, TN 37212
(615) 800-7096 Office
jsheppard@mhpslaw.com
abarber@mhpslaw.com
knyquist@mhpslaw.com

***Attorneys for the Estate***

EFILED 11/09/22 10:24 AM CASE NO. 22P1903 Joseph P. Day, Clerk

## CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing has been forwarded to the following persons via United States Postal Service, postage prepaid, and/or electronically to the address(es) as indicated below:

Bryan James Bankhead
PO Box 3371
Little Rock, AR 72203

Daniel W. Bankhead
5111 Austin Street
Houston, TX 77004

Diane D. Bankhead
8334 S Langley Ave - Apt 1S
Chicago, IL 60619

Michael J. Bankhead
3230 Haverhill Drive
Aurora, IL 60502

Valerie L. Gideon
1417 Getzelman Drive
Elgin, IL 60123

Sharon B. Bradford
9630 Ravens Nest Court
Houston, TX 77083

Marc Williams
11434 S Millview Road
Olathe, KS 66061

Bonita Ward
2025 East 93rd Street
Chicago, IL 60617

Yvette Ward
9429 S King Drive
Chicago, IL 60619

John Cade
1239 General George Patton Rd
Nashville, TN 37221

Mark Meiers
172 Lelawood Circle
Nashville, TN 37209

this 10th day of October 2022.

Kate Nyquist

EFILED 11/09/22 10:24 AM CASE NO. 22P1903 Joseph P. Day, Clerk

**Case Title:** BANKHEAD V BANKHEAD

**Case Number:** 22P1903

**Type:** APPOINTING ORDER - ESTATES

The foregoing is hereby ORDERED, ADJUDGED AND DECREED:

Judge Andra Hedrick, Seventh Circuit

EFILED 11/09/22 02:41 PM CASE NO. 22P1903 Joseph P. Day, Clerk

IN THE CIRCUIT COURT OF DAVIDSON COUNTY, TENNESSEE

(PROBATE DIVISION)

# LETTERS TESTAMENTARY

TO: **BRYAN JAMES BANKHEAD** DOCKET NO: **22P1903**

*It appearing to the Court that **AUGUSTUS BANKHEAD** has died leaving a written Will in which you are appointed **Executor** and which has been duly approved by the Court; and you having been qualified according to law, and it having been ordered by said Court that Letters Testamentary issue to you;*

*THESE ARE, THEREFORE, to empower you, the said **BRYAN JAMES BANKHEAD**, to enter upon the execution of said Will, and take into your possession all of the property, and to make, within **sixty (60) days** from this date, a perfect inventory thereof, and make due collection for all debts, and after paying all the just demands against the Testator, and settling up the business according to law, you will pay over and deliver the property and effects that may remain in your hands, and do all other things that may be required, according to the provisions of the said will and the laws of the land.*

*WITNESS, Joseph P. Day, Clerk of the Probate Court, at office, this **November 9th, 2022**.*

JOSEPH P. DAY, Clerk

JOSEPH P. DAY CIRCUIT COURT CLERK D.C.

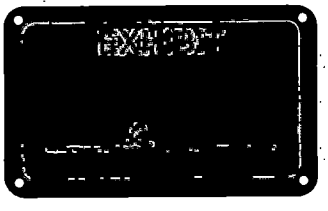
STATE OF TENNESSEE )

DAVIDSON COUNTY )

I, JOSEPH P. DAY, Clerk of the Probate Court of said County, do hereby certify that the foregoing is a true and perfect copy of the Letters Testamentary issued to **BRYAN JAMES BANKHEAD** as **Executor** of the estate of **AUGUSTUS BANKHEAD**, deceased, and I do further certify that **BRYAN JAMES BANKHEAD** is still acting **Executor** of the estate of **AUGUSTUS BANKHEAD** and all acts as such are entitled to full faith and credit as it appears from the official record in my office in Nashville, Tennessee, this the _____ day of _____, 20___.

JOSEPH P. DAY, Clerk

_____ D.C.



EFILED 11/09/22 12:07 PM CASE NO. 22P1903 Joseph P. Day, Clerk

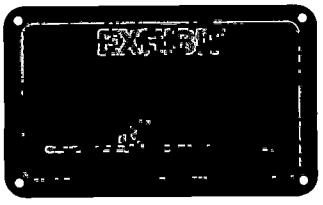
22P1903

FILED
NOV 09 2022
JOSEPH P. DAY, Clerk
By: Deputy

# LAST WILL AND TESTAMENT

# OF

# AUGUSTUS BANKHEAD



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FILED
NOV 09 2022
JOSEPH P. DAY, Clerk
By [illegible] Deputy

# LAST WILL AND TESTAMENT

# OF

# AUGUSTUS BANKHEAD

I, AUGUSTUS BANKHEAD, of Davidson County, Tennessee, being of sound and disposing mind and memory, do hereby make, publish and declare the following to be my Last Will and Testament, and I hereby cancel and revoke any and all of my prior wills and codicils.

## I. DISPOSITION OF ESTATE.

**A. Payment of Final Expenses.** I direct my Personal Representative to pay out of my estate, as soon as is practicable, all of my legally enforceable debts, the expenses of my last illness and funeral, and the cost of a suitable marker for my grave.

**B. Payment of Taxes.**

**(1)** Except as otherwise specifically provided below, upon my death, my Personal Representative shall pay (a) any and all taxes owing by me at my death, including, but not limited to, federal or state income, or property taxes (including interest and penalties, if any), and (b) all taxes lawfully imposed by reason of my death (including interest and penalties, if any) predicated upon my death as the taxable event.

**(2)** All actions taken by my Personal Representative in the exercise of the discretion and powers granted in this paragraph shall be conclusive and binding upon all parties in interest.

**C. Tangible Personal Property.**

**(1)** If, at the time of my death, I shall have prepared a written statement or list disposing of specific items of tangible personal property, whether written before or after the execution of this Last Will and Testament, I direct that such list govern the division or distribution of such items of tangible personal property.

**(2)** All other articles of tangible personal property which I may own at the time of my death, including, but not limited to, automobiles, books, pictures, silverware, china, crystal, household furniture and furnishings, all other articles of household use, clothing, jewelry and all other articles of personal use or adornment, not including, however, any stamps, currency, coins, gems, gold or silver bullion, or other tangible personal property held primarily for investment, or used or held for sale in a business, shall be distributed as part of my residuary estate.



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(3) In the event that any tangible personal property is to be held by my Personal Representative under this Last Will and Testament, which is to be held for the benefit of any minor beneficiary, such property shall be held by the Trustee for the benefit of such beneficiary. Such property may be placed in safekeeping by the Trustee and delivered by the Trustee, free from trust, to such beneficiary when he or she attains majority. The Trustee, after consultation with the legal guardian of such beneficiary, may sell all or any part of such property, and add the proceeds of any such sale to the beneficiary's trust estate or share being held for such beneficiary under this Last Will and Testament. Furthermore, in the sole and absolute discretion of the Trustee, the Trustee may deliver all or any part of such property to such minor beneficiary for use by such beneficiary, without any liability on the part of such beneficiary or on the part of the Trustee for any waste, loss, damage or destruction to such property.

(4) If, at the time of my death, I shall have prepared a written statement or list disposing of specific items of tangible personal property, whether written before or after the execution of this Last Will and Testament, I direct that such list govern the division or distribution of such items of tangible personal property.

**D.** **Specific Bequests.** My Personal Representative shall distribute the amount of fifty thousand dollars ($50,000.00) to the following individuals. Any proposed distribution to an individual that has predeceased me shall lapse and be null and void.

(1) My nephew Daniel W. Bankhead

(2) My niece Diane D. Bankhead

(3) My nephew Michael J. Bankhead

(4) My niece Valerie L. Gideon

(5) My nephew Bryan James Bankhead

(6) My niece Sharon B. Bankhead

(7) My cousin Marc Williams

(8) My cousin Bonita Ward

(9) My cousin Yvette Ward

(10) My friend John Cade

(11) My friend Mark Meiers

**E.** **Distribution of Remainder.** My Personal Representative shall distribute the rest, remainder, and residue of my estate to my nephew, **BRYAN JAMES BANKHEAD**, outright and free of trust. If **BRYAN JAMES BANKHEAD** does not survive me, such amount shall be divided among



A.B

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his descendants, per stirpes. Any portion for a descendant of **BRYAN JAMES BANKHEAD** who has attained the age of twenty-five (25) shall be distributed to such individual outright and free of trust. Any portion for such descendant who has not yet attained the age of twenty-five (25) shall be held in a separate Residuary Trust, the provisions of which are contained herein, for such individual. If none of (i) **BRYAN JAMES BANKHEAD** or (ii) any of his descendants are then living, such property shall be distributed to my descendants, per stirpes, but if I have no living descendants, then the property shall be distributed among my heirs at law.

**II. SEPARATE RESIDUARY TRUSTS.** The following provisions shall apply to each separate Residuary Trust created for a Beneficiary.

**A. Distribution of Income from Separate Residuary Trust.** With respect to each separate Residuary Trust, the Trustee may pay to or apply for the benefit of the Beneficiary for whom the trust is created, all or any part of the net income of such trust estate as necessary for the Beneficiary's health, education, maintenance and/or support in his or her accustomed manner of living. Any net income not distributed shall be added to the principal of the respective trust estate, at least annually.

**B. Distribution of Principal from Separate Residuary Trust.** If, at any time and from time to time during the continuance of any separate Residuary Trust, the Trustee shall determine that (i) the Beneficiary for whom the separate Residuary Trust is created is in need of funds in excess of the net income which is available for distribution from the trust (taking into consideration all other sources of support which the Beneficiary has to the actual knowledge of the Trustee) and (ii) such funds are needed for the Beneficiary's health, education, maintenance and support, so that such Beneficiary may live in a manner which shall be consistent with his or her accustomed manner of living, then the Trustee may distribute such amounts of the principal of such trust estate as the Trustee shall determine are necessary to relieve any such need, in whole or in part.

**C. Termination of Separate Residuary Trusts.** Each separate Residuary Trust shall terminate as follows:

**(1)** When the Beneficiary for whom the trust is created becomes age twenty-five (25), the Trustee shall distribute to the Beneficiary, outright, all the remaining principal and accumulated income of his or her trust estate.

**(2)** If the Beneficiary for whom the trust is created should die before age twenty-five (25), the trust shall terminate upon such Beneficiary's death, and the remaining principal and accumulated income of his or her trust estate shall be divided into equal separate shares for the Beneficiary's descendants, per stirpes. If Beneficiary has no living descendants, the trust estate shall be distributed in equal shares to the Beneficiary's brothers and sisters who are descendants of an ancestor of mine, with the share for any deceased brother or sister being created only if he or she has living descendants, in which case the share for such deceased brother or sister shall be distributed to his or her descendants. If none of these persons is living, the trust estate shall be distributed to the descendants of the Beneficiary's nearest ancestor who is



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a descendant of an ancestor of mine and who has descendants then living. If none of these persons is living, such property shall be distributed to my descendants, per stirpes, but if I have no living descendants, then the property shall be distributed among my heirs at law.

**III. MISCELLANEOUS TRUST PROVISIONS.** The following provisions shall apply to each separate Residuary Trust established under this Last Will and Testament.

**A. Spendthrift Provision.** Under this spendthrift provision, neither the principal nor the income of any trust estate created under this Last Will and Testament shall be liable for or charged with any debts, contracts, liabilities or torts of a Beneficiary or subject to seizure or other process by any creditor of a Beneficiary. No Beneficiary shall have the power to anticipate, encumber or transfer his or her interest in any trust estate in any manner. Nothing in this paragraph shall in any way limit the otherwise valid exercise of any power of appointment given under this Last Will and Testament.

**B. Income Distributions.** All non-discretionary income payments from any trust estate shall be payable to or accrue for the benefit of the respective beneficiaries from the date of my death. Except as may be otherwise specifically provided under another provision of this Last Will and Testament, at the death of any income Beneficiary of any trust estate, the right of such Beneficiary to receive the income shall terminate, and all accrued and undistributed income to which such Beneficiary would have been entitled shall pass as income to the succeeding income Beneficiary, unless the share or trust estate of such Beneficiary terminates on the death of such Beneficiary, in which event such income shall be distributed in the same manner as the principal of such share or trust estate.

**C. Distributions to or for Beneficiaries.**

**(1)** Any power to make distributions (other than distributions upon the mandatory termination of a trust) to or for the benefit of a person who is serving as Trustee of a trust, or any discretionary power, the exercise of which could result in distribution of principal to or for the benefit of such an individual (including any decision to cause an early termination of the trust), shall not be exercisable by such an individual except to the extent such power is limited, under this Last Will and Testament, to an ascertainable standard for such individual's health, education, maintenance and/or support in his or her accustomed manner of living.

**(2)** During the continuance of any trust estate, or upon the termination of any trust estate, any distribution to be made to a beneficiary from the trust estate may be made (a) to the beneficiary, (b) if the beneficiary is under a legal disability or if the Trustee determines that the beneficiary is unable to properly manage his or her affairs, to a person providing for the health, education, maintenance and/or support needs of the beneficiary, or to a person with whom the beneficiary is residing, for expenditure on the beneficiary's behalf, (c) to a custodian for a minor beneficiary, as selected by the Trustee, under the Uniform Transfers to Minors Law (or similar statute) of any state, or (d) directly by the Trustee for the beneficiary's benefit. However, no such distribution shall be made, regardless of who is the Trustee, in a manner which discharges, satisfies or mitigates any legal obligation of any person (other than the

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beneficiary) to provide any benefit for such beneficiary, including health, education, maintenance and/or support.

(3) If in the reasonable opinion of the Trustee, any beneficiary is addicted to drugs or alcohol, or is incapacitated through illness, age or other cause, to the extent that it would not be in the best interest of the beneficiary for a distribution of income or principal to be made hereunder, the Trustee may withhold such distribution in its entirety or, including terminating distributions as directed in other provisions of this Last Will and Testament, with the exception of the termination pursuant to Paragraph D, below, in its discretion, apply all or any portion of such distribution on behalf of said beneficiary (whether by direct payment of such beneficiary's expenses or by payment to a person selected by the Trustee to receive payment for such beneficiary) until such time (up to and including the entire life of said beneficiary if necessary), said beneficiary is no longer so addicted to drugs or alcohol, or incapacitated through illness, age or other causes. With respect to its decisions in this regard, the Trustee may rely upon one or more medical and/or psychological opinions from a doctor or doctors of its choice as to the beneficiary's status, and if the beneficiary refuses to submit to such medical and/or psychological examination, sufficient for such opinion to be given, the Trustee may withhold the distribution until the beneficiary submits to such examination and the Trustee has satisfied itself that the beneficiary is not so addicted or incapacitated. The determinations of the Trustee hereunder shall be conclusive on all concerned.

D. **Maximum Term of Trusts**. Notwithstanding any other provision of this Last Will and Testament, unless earlier terminated by the terms of the trust, the termination date of each trust created hereunder shall be the date before the term of the trust must cease under applicable state law. The principal and undistributed income of any trust which terminates as a result of the provisions of this Paragraph shall be distributed, free from trust, to the beneficiary for whom the trust was created (and in the case of a minor beneficiary, to a custodian for such beneficiary under the Uniform Transfers to Minors Law or similar statute of any state).

## IV. FIDUCIARIES.

### A. Appointment of Personal Representative.

(1) I hereby appoint my nephew, **BRYAN JAMES BANKHEAD**, as the Personal Representative of my estate. In the event **BRYAN JAMES BANKHEAD** should fail or cease to act as Personal Representative of my estate, I hereby appoint my niece, **VALERIE L. GIDEON**, as successor Personal Representative of my estate.

(2) The term "Personal Representative", as used in this Last Will and Testament, shall be deemed to include the terms "executor" or "administrator" if those terms are used in the statutes of any state which has jurisdiction over all or any portion of my estate. The term shall include Co-Personal Representatives when two or more Personal Representatives have been nominated and are acting as such. Every title, estate, right and discretion vested in or conferred upon the Personal Representative of my estate shall likewise become and be vested in, and may be exercised by, a successor Personal Representative. I request that my Personal

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Representative be allowed to qualify thereas without providing a bond. Additionally, I specifically waive and excuse my Personal Representative from the filing of my estate's inventory, pursuant to Tennessee Code Annotated Section 30-2-301, and the filing of any accounting of my estate, pursuant to Tennessee Code Annotated Section 30-2-601(a)(1), with any court. I furthermore extend such waiver and excuse to any state in which my Last Will and Testament is probated if the state allows for such waiver and excuse.

B. **Independent Administration**. To the full extent permitted by law, I hereby authorize my Personal Representative to administer my estate without adjudication, order or supervision of the Probate Court or other court having jurisdiction over my estate. In the event of such independent administration, my Personal Representative shall have, in addition to the powers specifically granted my Personal Representative in this Last Will and Testament, the rights and powers permitted independent personal representatives by the laws of my state of domicile effective with respect to such administration.

C. **General Powers of Personal Representative**. In addition to all the powers granted to my Personal Representative under applicable state law (including, but not limited to, all of the powers described in Sections 35-50-109 and 35-50-110 of the Tennessee Code Annotated, as amended or restated from time to time, to the extent applicable and except as otherwise amended or modified herein), I grant to my Personal Representative the following rights and powers with respect to my estate, all to be exercisable by my Personal Representative without order of the Probate Court or other court having jurisdiction over my estate:

(1) To sell, dispose of, manage and operate all and any property, real or personal, constituting my estate which is not specifically devised or bequeathed in this Last Will and Testament;

(2) To incur such expenses in the administration of my estate as my Personal Representative may deem necessary and proper;

(3) To adjust any claims which may be due to or by me or due to or by my estate, upon such terms as my Personal Representative may deem proper; and

(4) To invest any funds coming into my Personal Representative's hands in such securities or other property as my Personal Representative may select, whether or not of the class or kind usually permissible for estates.

(5) I further direct that my Personal Representative shall have, without limitation or exception, and whether or not specifically enumerated in this Article, the same powers of management, investment and control of the assets of my estate as are granted to the Trustee under this Last Will and Testament with respect to the assets of any trust estate.

D. **Appointment of Trustee**.

(1) I hereby appoint my nephew, **BRYAN JAMES BANKHEAD**, as Trustee of any separate Residuary Trust created under this Last Will and Testament. In the event **BRYAN**

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**JAMES BANKHEAD** should fail or cease to act as a Trustee, I hereby appoint my niece, **VALERIE L. GIDEON**, as successor Trustee.

**(2)** At any time after qualifying as Trustee, any individual acting as Trustee may appoint a successor Trustee to act in his or her place, either immediately or in the future upon any stated contingency, but any such appointment shall be effective only if no other successor Trustee would then be acting under the above provisions.

**(3)** If at any time with respect to any trust if there is no Trustee acting and no successor has been appointed, the primary income beneficiary if not incapacitated, or if so, a majority of the income beneficiaries of such trust estate, as the case may be (or his, her or their parent or legal or natural guardian or guardians, if any such beneficiary is then under a legal disability), shall appoint a successor corporate Trustee of such Trust.

**(4)** The term "Trustee" as used in this Last Will and Testament, shall include Co-Trustees when more than one Trustee has been appointed and is acting as such, and shall also include any and all successor Trustees. Every title, estate, right and discretion vested in or conferred on the Trustee of any trust shall likewise become and be vested in, and may be exercised by, any successor Trustee and by a Co-Trustee continuing to act as the Trustee of such trust.

**(5)** The appointment of any successor Trustee or Co-Trustee pursuant to this Article shall be in writing and shall become effective upon the filing of such successor's written acceptance of such appointment with (a) the records of the trust, (b) the remaining Trustee, if any, and (c) the income beneficiary or beneficiaries of such trust (or his, her or their parent or legal or natural guardian or guardians, if any such beneficiary is then under a legal disability).

**E. Resignation of Trustee**. Any Trustee may resign as the Trustee of any trust at any time, upon the giving of thirty (30) days' written notice of such Trustee's intention to resign, duly signed and delivered to the income beneficiary or beneficiaries of such trust and to the Co-Trustee or successor Trustee of such trust. Upon such resignation, the Trustee shall deliver to the Co-Trustee or successor Trustee all of the property and assets of the trust estate in the possession or under the control of such resigning Trustee. After full settlement of such Trustee's accounts, the resigning Trustee shall stand fully discharged and released from any further liability or responsibility under this Last Will and Testament.

**F. Removal of Trustee**. At any time, and from time to time, the primary income beneficiary, if not incapacitated, or if so, a majority of the income beneficiaries, as the case may be (with the legal or natural guardian or guardians acting for any such beneficiary who is under a legal disability), of any trust estate may remove any Trustee (other than **BRYAN JAMES BANKHEAD** and **VALERIE L. GIDEON** each of whom may only be removed by an order issued from a court having competent jurisdiction after a determination of a breach of fiduciary duty) and, if no corporate Trustee would then be acting, shall designate any corporate fiduciary (meeting the requirements provided below) as successor Trustee of such trust estate, by notice in writing to such Trustee accompanied by the appointment of and acceptance by the successor

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corporate Trustee. Such removal and appointment shall be without hearing or order by any court.

G. **Trustee Ceasing to Serve; Determination of Disability**. A person serving as Trustee shall be deemed to have failed, declined or ceased to serve as Trustee in the event of the death, resignation, removal, or disability of that person. Disability of a Trustee shall mean a person whose ability to receive and evaluate information effectively, or to communicate decisions, or both, is impaired to an extent that the person cannot exercise a reasonable degree of care with regard to the duties of Trustee, or who cannot take any requisite actions due to involuntary detention or disappearance. An involuntary detention or disappearance of the Trustee shall be determined by an affidavit of at least two persons with knowledge regarding the same. The disability of a Trustee shall be determined by such person's regular attending physician or physicians; or if none, by any physician who has examined or treated such person for the mental or physical condition causing the incapacity or disability. A written report signed by such physician or physicians stating that the Trustee is disabled under the foregoing definition shall act as sufficient evidence as to such person's disability.

H. **Who May Be Appointed**. Except as otherwise limited by this Article, a Trustee, Co-Trustee or successor appointed under this Article shall be an independent Trustee who is defined as being either an independent individual, or must be a bank or trust company having net assets under management in excess of One Hundred Million Dollars ($100,000,000) at the time of appointment. However, nothing in this Paragraph shall limit my power to appoint any individual, bank or trust company as Co-Trustee or successor Trustee. An independent individual Trustee is a Trustee, that is not related to a Beneficiary or me or is not a subordinate of mine or a Beneficiary as such term is defined in Section 672(c) of the Internal Revenue Code.

I. **Majority of Trustees May Act**. A majority decision of the then acting Co-Trustees of any trust estate shall be the decision of all of the then acting Co-Trustees, and shall bind such trust estate as fully as though it had been a unanimous decision of the Co-Trustees. However, any Co-Trustee not consenting to such majority decision shall incur no liability for, nor have any responsibility for, any action taken or omitted to be taken as a result of any such majority decision.

J. **Bond Not Required**. No fiduciary acting under this Last Will and Testament shall be required to give bond for the faithful performance of his, her or its duties; except as may otherwise be requested by my Personal Representative in connection with any ancillary administration.

K. **Fiduciary's Authority Presumed**. No person dealing with any fiduciary acting under this Last Will and Testament shall be obligated to see to the application of any money, securities or other property paid or delivered to such fiduciary, nor to inquire into the authority of such fiduciary to enter into and consummate any transaction or take any other action.

L. **Fiduciary's Liability for Own Actions**. No fiduciary acting under this Last Will and Testament shall be liable for any mistake in judgment in the making or retaining of

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investments, or any other discretionary decision made, so long as any such decision is made in good faith.

M. **Fiduciary's Liability for Actions of Predecessor**. No fiduciary acting under this Last Will and Testament shall have any liability for the acts or omissions to act of any predecessor fiduciary, or any obligation to audit the accounts of any predecessor fiduciary. No fiduciary shall be entitled to any acceptance fee or other additional compensation for auditing or investigating the accounts of such predecessor fiduciary.

N. **Fiduciary Indemnified**. Any individual acting as a fiduciary under this Last Will and Testament shall be indemnified and reimbursed from my estate for any loss, damage, liability or expense incurred or sustained by such fiduciary, in an individual or fiduciary capacity, by reason of any act or failure to act of such fiduciary for or on behalf of and in furtherance of my estate. However, the protection provided by this paragraph shall not apply to any loss, damage, liability or expense incurred or sustained by reason of gross negligence or willful malfeasance of the fiduciary.

O. **Accountings**. If requested by any income beneficiary, but in any event not more often than annually, the Trustee shall render to each income beneficiary (which shall be given to the parent or legal or natural guardian, or other person having custody, of each income beneficiary under a legal disability) of each trust estate created under this Last Will and Testament, annual statements of the transactions of such trust estate, which requirement may be satisfied by delivering to each such income beneficiary or his or her guardian a copy of the federal income tax return for the trust for such period. Except as provided in this paragraph, and to the maximum extent permitted by law, I hereby relieve the Trustee from any obligation, whether pursuant to state statute or otherwise, to render accountings for any trust created under this Last Will and Testament.

P. **Compensation**. Each individual fiduciary shall be entitled to receive reasonable compensation for his or her services as a fiduciary acting under this Last Will and Testament, and shall be reimbursed for the reasonable and necessary expenses incurred in the performance of his or her duties as such. Any corporate fiduciary shall be entitled to reimbursement for expenses and to receive compensation for its services as a fiduciary under this Last Will and Testament in accordance with its published schedule of fees in effect at the time such expenses are incurred or such services are rendered, or a lower amount as otherwise negotiated.

Q. **Trustee Powers**. The Trustee of each separate Residuary Trust shall have the following powers:

(1) The Trustee of each separate Residuary Trust shall have full power and authority to do any and all things necessary or proper to manage, control, invest and reinvest the assets constituting the trust estate, consistent with the provisions of this Last Will and Testament and all powers granted to trustees under applicable state law including, but not limited to, all of the powers described in Sections 35-15-815 and 35-15-816 of the Tennessee Code Annotated, as amended or restated from time to time, and in the same manner as if the Trustee were the fee simple owner of the trust estate. The Trustee of any such trust estate shall have the power to

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enter into any covenants or agreements binding the trust estate, regardless of whether said covenants or agreements extend beyond the termination of such trust estate.

(2) Notwithstanding any other provision of this or any other Article of this Last Will and Testament, all discretions, powers and authority shall be exercised by the Trustee in a fiduciary capacity, prudently and exclusively in the interest of the beneficiaries.

## V. DEFINITIONS AND GENERAL PROVISIONS.

A. **Survivorship**. Any beneficiary who dies within ninety (90) days after my death shall be considered to have died prior to my death.

B. **Trust Estate**. The term "trust estate" wherever used in this Last Will and Testament means all assets, however and whenever acquired (including income and accumulated income), which may be held in a trust at any given time.

C. **Children**. The terms "child" and "children" as used in this Last Will and Testament shall include lawfully adopted children as well as natural children; provided that any adoption which becomes final after the adopted person has attained age eighteen (18) shall not be considered a lawful adoption for purposes of this Last Will and Testament. A posthumous child shall be considered as living at the death of his or her parent. Any child born to an unwed mother shall be deemed to be the legitimate child of such mother, but shall not be the child of the father unless (1) the father has executed a written declaration acknowledging the child as his own or (2) a court of competent jurisdiction has entered an order or judgment declaring that a father/child relationship exists. On the date this Last Will and Testament is executed, I have no children.

D. **Descendants**. The term "descendants" as used in this Last Will and Testament means the children of the person designated and the descendants of such children, excluding any descendant whose adoption become final after age eighteen (18) and such person's descendants. Except for distributions which may be made unequally, whenever a distribution is to be made to the descendants of any person (or whenever any trust estate is to be divided for the benefit of the descendants of any person), the property to be distributed (or trust estate to be divided) shall be divided into as many equal shares as there are living children of the person and deceased children of the person who have descendants who are then living. Each living child shall take one share and the share of each deceased child shall be divided among his or her then living descendants in the same manner.

E. **Spouse**. The term "spouse" or "spouses" of a person or persons (including myself) as used in this Last Will and Testament shall be deemed to exclude a spouse of a person who is divorced or legally separated from such person.

F. **Internal Revenue Code**. The term "Internal Revenue Code" as used in this Last Will and Testament means the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

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G. **Fiduciary**. The term "fiduciary" as used in this Last Will and Testament means any Personal Representative or Trustee, as the case may be, acting under this Last Will and Testament.

H. **Other Terms**. For the purposes of this Last Will and Testament, the use of either the singular or the plural shall be presumed to include the other. The use of titles and headings in this Last Will and Testament are for organizational purposes only and no such title or heading shall have any legal effect.

I. **Governing Law**. This Last Will and Testament and the administration of my estate shall be governed by the laws of the State of Tennessee. The administration of all trusts created in this Last Will and Testament shall be governed by the laws of the state of the trust situs. The trust situs shall be the State of Tennessee unless changed by the Trustee pursuant to this Last Will and Testament.

J. **Administration of Real Property in Probate Estate**. I direct that all real property which I may own at the time of my death be administered as part of my probate estate subject to the control of my Personal Representative, as authorized by Tennessee Code Annotated § 31-2-103. It is my intention that my Personal Representative have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court. The commissions or other expenses arising out of the sale of any such property by my Personal Representative shall be deemed to be a proper expense of administering my estate.

K. **No-Contest Provision**. If any descendant of mine or otherwise a Beneficiary of my Last Will and Testament ("Contestant") institutes or causes to be instituted or prosecuted any legal action, law suit or proceeding of any kind or character (i) to contest or set aside my Last Will and Testament, (ii) to challenge or nullify in whole or in part any provision of my Last Will and Testament, or (iii) to cooperate or aid in any such action, suit or proceeding on any ground whatsoever and the resolution of such action, law suit or proceeding turns out to be adverse to Contestant, that in such events, as to any such Contestant and his or her descendents, I: (a) hereby revoke any and all dispositions in my Last Will and Testament to or for the benefit of any such Contestant and his or her descendents; and (b) such unsuccessful Contestant and his or her descendants shall be treated as having predeceased me.

IN WITNESS WHEREOF, I have hereunto set my hand, and hereby publish and declare this document to be my Last Will and Testament, in the presence of the witnesses named below, this 27th day of April 2022.

Augustus Bankhead

**AUGUSTUS BANKHEAD**

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On this 27th day of April 2022, **AUGUSTUS BANKHEAD** did sign, publish and declare the foregoing instrument as and for said person's Last Will and Testament in the presence of the undersigned who, at said person's request, in said person's presence and in the presence of each other, do hereby subscribe our names as attesting witnesses, and we do hereby state that, to the best of our knowledge, at the time of the execution of this Last Will and Testament, **AUGUSTUS BANKHEAD** was at least eighteen (18) years of age and of sound and disposing mind and memory.

Witness

Residing at: 1935 21st Avenue South, Suite 100

Nashville, TN 37212

Witness

Residing at: 1935 21st Avenue South, Suite 100

Nashville, TN 37212

STATE OF TENNESSEE )
) ss.
COUNTY OF DAVIDSON )

I, the undersigned, an officer authorized to administer oaths, certify that **AUGUSTUS BANKHEAD**, the Testator, and the witnesses, whose names are signed to the foregoing instrument, having appeared together before me and having been first duly sworn, each then declared to me that the Testator signed and executed the instrument as said person's Last Will and Testament, and that said person had willingly signed and executed it as said person's free and voluntary act for the purposes therein expressed; and that each of the witnesses, in the presence and hearing of the Testator, signed the Last Will and Testament as witness and that to the best of their knowledge the Testator was at the time eighteen or more years of age, of sound mind, and under no constraint or undue influence.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my official seal this 27th day of April 2022.

(SEAL)

Notary Public

SHELLEY A. MASON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Comm. Expires 11/03/2025

My commission expires:

11-3-2025

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## AFFIDAVIT BY WITNESSES TO WILL

Each of the aforesaid witnesses, being John Wilks and Jenny Morgan subscribed to the foregoing Last Will and Testament of **AUGUSTUS BANKHEAD**, executed on this 27th day of April 2022 having been requested by the Testator to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the Testator was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 27th day of April 2022.

John R. Wilks
Witness

Jenny Morgan
Witness

Sworn to and subscribed to before me,
this 27th day of April 2022.

Shelley Mason
NOTARY PUBLIC

My commission expires:

11-3-2025

SHELLEY A. MASON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Comm. Expires 11/03/2025