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Will
of
Ewing Wayne Bass

PREPARED BY
KLEIN AND ASSOCIATES
ESTATE PLANNING AND ADMINISTRATION
110 CORPORATE DRIVE, SUITE 150
JOHNSON CITY, TENNESSEE 37604
(423) 434-0225

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Lynn Collins
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The Will of Ewing Wayne Bass
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I, Ewing Wayne Bass, a resident of Dickson County, Tennessee, revoke any prior Wills and codicils made by me and declare this to be my Will.

Article One
Family Information

I am married to Jane Anne Bass.

I have two children. Their names are:

Rachel Anne Tidwell, born on February 2, 1983 and

Sarah Elizabeth Bass, born on December 2, 1985.

All references in my Will to *my children* are to these children.

Article Two
Distribution of My Property

Section 2.01 Disposition of Tangible Personal Property

I direct that my Personal Representative distribute my tangible personal possessions according to a separate *Personal Property Memorandum* or other similar writing signed by me and kept with my personal records. The writing will qualify to distribute my tangible personal possessions under applicable state law. If the writing is not found at the time of my death, or is ruled an improper disposition, this bequest will lapse and my tangible personal possessions will become part of my Revocable Living Trust. If any items of tangible personal property I own are not mentioned in the writing, those items will become part of my Revocable Living Trust. If any gift of tangible personal property lapses, then the items comprising the lapsed gift will become part of my Revocable Living Trust.

Section 2.02 Pour-Over to My Revocable Living Trust

I give all of my probate estate, excluding any property over which I have a power of appointment, after expenses and taxes are paid under this Will, to the then-acting Trustee of the Ewing and Jane Bass Living Trust dated April 13, 2017 and executed before this Will, to be added to the property of that trust. I direct that the Trustee administer the property according to the trust and any amendments made prior to my death.

Section 2.03 Alternate Disposition

If the trust referred to in Section 2.02 is not in effect at my death, or if for any other reason the pour over fails, I specifically incorporate by reference all the terms of the trust into this Will. I direct my Personal Representative to then establish a new trust under the provisions of that trust and distribute the remainder of my estate, excluding any property over which I have a power of appointment, to that Trustee to administer as provided in the trust.

Article Three
Designation and Succession of Fiduciaries

Section 3.01 Personal Representative

I nominate Jane Anne Bass as my Personal Representative. If Jane Anne Bass is unwilling or unable to act as my Personal Representative, I nominate Rachel Anne Tidwell and Sarah Elizabeth Bass, jointly, or the survivor of them as my successor Personal Representative and either may serve alone if the other is unable or unwilling to serve.

Article Four
Powers of Fiduciaries

Section 4.01 Grant of Powers

My Personal Representative may perform every act reasonably necessary to administer my estate and any trust established under my Will. In addition to this general grant of powers, my Personal Representative is specifically authorized to:

hold, retain, invest, reinvest, sell, and manage any real or personal property, including interests in any form of business entity including limited partnerships and limited liability companies, and life, health, and disability insurance policies, without diversification as to kind, amount, or risk of non-productivity and without limitation by statute or rule of law;

partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, and contract;

distribute assets of my estate in cash or in kind, or partly in each, at fair market value on the distribution date, without requiring *pro rata* distribution of specific assets and without requiring *pro rata* allocation of the tax bases of those assets;

hold any interest in nominee form, continue businesses, carry out agreements, and deal with itself, other fiduciaries, and business organizations in which my Personal Representative may have an interest;

access, modify, control, archive, transfer, and delete my digital assets;

establish reserves, release powers, and abandon, settle, or contest claims; and

employ attorneys, accountants, custodians for trust assets, and other agents or assistants as my Personal Representative deems advisable to act with or without discretionary powers, and compensate them and pay their expenses from income or principal.

Section 4.02 Powers Granted by State Law

In addition to the above powers, my Personal Representative may, without prior authority from any court, exercise all powers conferred by my Will, by common law, or by the

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statutes of the state of instrument creation or other statute of the State of Tennessee or any other jurisdiction whose law applies to my Will. My Personal Representative has absolute discretion in exercising these powers. Except as specifically limited by my Will, these powers extend to all property held by my fiduciaries until the actual distribution of the property.

Section 4.03 Distribution Alternatives

My Personal Representative may make any payments under my Will:

directly to a beneficiary;

in any form allowed by applicable state law for gifts or transfers to minors or persons under disability;

to a beneficiary's guardian, conservator, or caregiver for the beneficiary's benefit; or

by direct payment of the beneficiary's expenses.

A receipt by the recipient for any distribution will fully discharge my Personal Representative if the distribution is consistent with the proper exercise of my Personal Representative's duties under my Will.

Article Five
Administrative Provisions

Section 5.01 Court Proceedings

Any trust established under my Will will be administered in a timely manner; consistent with its terms; free of active judicial intervention; and without order, approval, or other action by any court. The trust will be subject only to the jurisdiction of a court being invoked by the Trustees or by other interested parties, or as otherwise required by law.

Section 5.02 No Bond

I direct that no Personal Representative be required to give any bond in any jurisdiction. But if a bond is required by law or by court determination, no sureties will be required on the bond. I further excuse my Personal Representative from the requirements of filing inventory and accountings with any court.

Section 5.03 Compensation and Reimbursement

Any fiduciary serving under my Will is entitled to reasonable compensation commensurate with services actually performed. In addition, any fiduciary serving under my Will is entitled to reimbursement for reasonable expenses incurred.

Section 5.04 Ancillary Fiduciary

If any ancillary administration is required or desired, and my domiciliary Personal Representative is unable or unwilling to act as an Ancillary Fiduciary, my domiciliary Personal Representative may have power to designate, compensate, direct, and remove an

Ancillary Fiduciary. The Ancillary Fiduciary may either be a person or a corporation. My domiciliary Personal Representative may delegate to the Ancillary Fiduciary any powers granted to my domiciliary Personal Representative as my domiciliary Personal Representative considers to be proper, including the right to serve without bond or without surety on bond. The net proceeds of the ancillary estate will be paid over to the domiciliary Personal Representative.

Article Six
Taxes, Claims, and Expenses

Section 6.01 Payment of Death Taxes, Claims, and Expenses

The Trustee of the Ewing and Jane Bass Living Trust is authorized to pay expenses incurred for my funeral and for the disposition of my remains, claims against my estate, and expenses of estate administration. Accordingly, I direct my Personal Representative to consult with the Trustee to determine which expenses and claims should be paid by my Personal Representative from property passing under my Will, and which expenses and claims should be paid by the Trustee from the Ewing and Jane Bass Living Trust.

I direct my Personal Representative to follow any instructions contained in the Ewing and Jane Bass Living Trust in making any tax elections, including the allocation of my GST Exemption and any elections relative to the *deceased spousal unused exclusion amount* as defined and to the extent and amount allowable under Sections 2010(c)(4) and (5) of the Internal Revenue Code, all as my Personal Representative deems appropriate under then prevailing circumstances. My Personal Representative will suffer no liability for making or not making any tax election in good faith to any person, including any person not yet in being, whose interest may have been affected.

Any taxes imposed on property passing under and outside my Will because of my death will be apportioned and paid under the provisions of the Ewing and Jane Bass Living Trust, and I incorporate the tax apportionment provisions of the Ewing and Jane Bass Living Trust as part of my Will.

No death taxes may be allocated to or paid from property that is not included in my gross estate for federal estate tax purposes, or that qualifies for the federal estate tax marital or charitable deductions.

Section 6.02 Tax and Administrative Elections

My Personal Representative may exercise any available elections under any applicable income, inheritance, estate, succession, or gift tax law. This authority includes the power to select any alternate valuation date for death tax purposes and the power to determine whether to use any estate administration expenses as estate or income tax deductions. No compensating adjustments are required between income and principal as a result of those determinations unless my Personal Representative determines otherwise, or unless required by law.

My Personal Representative may elect to have any part of the property in my estate qualify for the federal estate tax marital deduction as qualified terminable interest property under Internal Revenue Code Section 2056(b)(7) (the *QTIP Election*).

Any tax paid as a result of the inclusion in my taxable estate of property held in a qualified terminable interest property (QTIP) trust created for me by my wife will be apportioned to and collected from the qualified terminable interest property (QTIP) as provided in Section 2207A. But my Personal Representative may waive this right of recovery. To the extent my wife's Will or other governing instrument provides for payment of the tax, my Personal Representative will pursue any right of reimbursement in a manner consistent with that provision.

My Personal Representative is not liable to any beneficiary of my estate for tax consequences that arise as a result of the exercise or nonexercise of any tax elections, or for decisions made concerning the distribution of property in kind in full or partial satisfaction of any beneficiary's interest in my estate.

Article Seven
General Provisions

Section 7.01 Adopted and Afterborn Persons

A legally adopted person in any generation and that person's descendants, including adopted descendants, have the same rights and will be treated in the same manner under this Will as natural children of the adopting parent if the person is legally adopted before turning 18 years old. If an adoption was legal in the jurisdiction it occurred in at that time, then the adoption is considered legal.

A fetus *in utero* that is later born alive will be considered a person in being during the period of gestation.

Section 7.02 Applicable Law

The validity and construction of my Will will be determined by the laws of Tennessee.

Section 7.03 No Contract to Make Will

I have not entered into any contract, actual or implied, to make a Will.

Section 7.04 Contest Provision

If any beneficiary of my Will or any trust created under my Will, or any trust created during my lifetime, or under the laws of intestacy, alone or in conjunction with any other person, engages in any of the following actions, the right of the beneficiary to take any interest given under my Will or any trust created under my Will, or any trust created during my lifetime, or under the laws of intestacy, will be determined as if the beneficiary predeceased me without leaving any surviving descendants:

> contests by a claim of undue influence, fraud, menace, duress, or lack of testamentary capacity, or otherwise objects in any court to the validity of my Will,

any trust created under the terms of my Will, or any beneficiary designation of an annuity, retirement plan, IRA, Keogh, pension, profit-sharing plan, or insurance policy signed by me (collectively referred to in this Section as *Document* or *Documents*) or any amendments or codicils to any Document;

seeks to obtain an adjudication in a court proceeding or otherwise to void, nullify, or set aside a Document or any of its provisions;

files suit on a creditor's claim filed in a probate of my estate, against my estate, or against any other Document, after rejection or lack of action by the respective fiduciary;

files a petition or other pleading to change the character (community, separate, joint tenancy, partnership, domestic partnership, real or personal, tangible or intangible) of property already characterized by a Document;

files a petition to impose a constructive trust or resulting trust on any assets of my estates; or

participates in any of the above actions in a manner adverse to my estate, including conspiring with or assisting any person who takes any of these actions.

At my estate's expense, my Personal Representative may defend any violation of this Section. This Section applies to any arbitration proceeding brought by any beneficiary, but does not include any above action in a mediation not preceded by a filing of a contest with a court.

Section 7.05 Construction

Unless the context requires otherwise, words denoting the singular may denote the plural, and words indicating the plural may denote the singular. As the context requires, words of one gender may denote another gender.

Section 7.06 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.07 Internal Revenue Code, IRC, or Code

References to the Internal Revenue Code, the IRC or the Code refer to the Internal Revenue Code of the United States. References to specific sections of the Code apply to any sections of similar import that replace the specific sections due to changes to the Internal Revenue Code made after the date of my Will.

Section 7.08 Shall and May

Unless otherwise specifically provided in this document or by the context in which used, the word *shall* is used to impose a duty or to command, direct, or require, and the word *may* is used to allow or permit, but not require. In the context of our Trustee or my Personal Representative, the word *shall* is used to impose a fiduciary duty on our Trustee or my Personal Representative. When I use the word *may*, I intend to empower our Trustee or

my Personal Representative to act with sole and absolute discretion unless otherwise stated in this document.

Section 7.09 Other Definitions

Except as otherwise provided in my Will, terms will be interpreted as defined in the statutes of the state of will creation as amended after the date of my Will and after my death.

Section 7.10 Survivorship

For purposes of this Will, if my wife survives me by any period of time, or if the order of our deaths is unknown, then my wife will be considered to have survived me. Any other beneficiary will be considered to have predeceased me if the beneficiary dies within 30 days after my death.

Section 7.11 Severability

If any part of this instrument is determined to be void or invalid, the remaining provisions will continue in full force and effect.

I signed this will on the 13th day of April, 2017.

STATE OF TENNESSEE
DICKSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.

Lynn Collins C+M

LYNN COLLINS, CLERK & MASTER

THE CHANCERY COURT SEAL DICKSON COUNTY, TN

Ewing Wayne Bass

On the date last above written, we saw Ewing Wayne Bass, in our presence, sign the foregoing instrument at its end. He then declared it to be his will and requested us to act as witnesses to it. We then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

Alicia P. Klein, Witness — Residing at: 110 Corporate Drive, Suite 150, Johnson City, Tennessee 37604

Ryan Lanier, Witness — Residing at: 830 Crescent Centre Drive #130, Franklin TN 37067

AFFIDAVIT OF WITNESSES TO PROVE WILL

Personally appeared before me, the undersigned Notary Public, Alicia P. Klein, and Ryan Lanier, who each being separately and duly sworn, each for himself/herself on his/her oath or affirmation disposes and says:

1. That I am the witness whose name is signed to the Will of Ewing Wayne Bass;

2. That Ewing Wayne Bass, the testator, in the presence of each us, signed the Will willingly after declaring it be his Last Will;

3. That we, as witnesses, signed and witnessed the Will in the presence of the testator and in the presence of each other;

4. That each of us believes that the testator was of sound mind and memory and under no constraint or undue influence whatsoever when he signed his Will: and

5. That we, as witnesses, and the testator are each at least eighteen (18) years of age.

Alicia P. Klein, Witness

Ryan Lanier, Witness

State of Tennessee
County Davidson

Subscribed and sworn to before me this 13th day of April, 2017.

RODNEY S. KLEIN
NOTARY PUBLIC
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Rodney S. Klein, Notary Public

My Commission Expires: January 29, 2018