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24P1268

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JOSEPH P. DAY, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

MICHAEL JAMES RYAN BUSBEE

I, MICHAEL JAMES RYAN BUSBEE, a resident of the County of Los Angeles, State of California, do make, publish and declare this to be my last Will and hereby revoke all prior wills and codicils.

I. Marital Status and Children

A. I am married to JESSICA HOPE BUSBEE.

B. At the present time, I have one (1) child as a result of my present marriage, namely ELEANOR GRACE BUSBEE (born September 5, 2011).

C. I have no other natural or adopted children.

D. The terms "my child" and "my children" as used in this instrument shall include any children hereafter born to or adopted by me.

II. Intention

I intend by this Will to dispose of all my property, both real and personal, or my interest in any such property over which I have the power of testamentary disposition, including all my separate property, the balance of my quasi-community property and one-half (½) of our community property. My records will indicate the character of my property, whether community, separate or otherwise. I confirm to my wife her interest in our community property and her interest in any quasi-community property that we may own, as described in California Probate Code Section 66. I do not intend to exercise any power of appointment I may have at my death unless such power is expressly exercised in my Will.

III. Death Taxes and Payment of Expenses

A. The Trustee of THE BUSBEE FAMILY TRUST, as amended, which was established on April 19, 2013, 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 Executor to consult with the Trustee to determine which expenses and claims should be paid by my Executor from property passing under my Will, and which expenses and claims should be paid by the Trustee from the trust.

B. I direct my Executor to follow any instructions contained in THE BUSBEE FAMILY TRUST in making any tax elections, including, but not limited to, the allocation of my GST Exemption. Any taxes imposed by reason of my death on property passing under and outside my will are to be apportioned and paid in the manner provided in THE BUSBEE FAMILY TRUST, and I incorporate the tax apportionment provisions of THE BUSBEE FAMILY TRUST as part of my Will.

C. In no event may any death taxes be allocated to or paid from property that is not included in my gross estate for federal estate tax purposes or which qualifies for the federal estate tax marital or charitable deductions.

D. No death taxes payable as a result of my death shall be allocated to or paid from any qualified retirement plan or any individual retirement income account ("IRA"), unless all other assets available have been used.

E. The term "death taxes," as used in this Will, shall mean all inheritance, estate, succession, and other similar taxes that are payable by any person on account of that person's interest in my estate or by reason of my death, including penalties and interest, but excluding the following:

1. Any additional tax that may be assessed under Internal Revenue Code Section 2032A.

2. Any federal or state tax imposed on a "generation-skipping transfer," as that term is defined in the federal tax laws, unless the applicable tax statutes provide that the generation-skipping transfer tax on that transfer is payable directly out of the assets of my gross estate.

IV. **Disposition of Estate**

A. If my spouse, JESSICA HOPE BUSBEE, survives my death for thirty (30) days, then I give, devise and bequeath to her, all of my household furniture, furnishings and appliances, personal automobiles, silver, pictures, books, paintings, works of art, jewelry, clothing, memberships and other personal effects,

together with any insurance thereon. Should my spouse fail to survive me by thirty (30) days, this gift to my spouse shall fail and I direct the same shall be distributed as part of the rest, residue and remainder of my estate.

B. I give, devise and bequeath all of the rest, residue and remainder of my estate, real and personal, and wheresoever situated, including all failed and lapsed gifts, and/or income received during the administration of my estate other than income on property specifically devised or bequeathed, to the Trustee of THE BUSBEE FAMILY TRUST, as amended, which was established on April 19, 2013, if it exists at my death. I direct that such residue shall be administered and distributed by said Trustee as part of the respective Trusts established thereunder as if contributed thereto during my lifetime, according to the terms of the Trust on the date of my death, giving effect to any amendments made thereto prior to the date of my death and to the subsequent exercise of any powers set forth therein.

C. If the above-named Trust does not exist on the date of my death or if for any reason the disposition of the foregoing paragraph is not operative or is invalid, then I give, devise and bequeath all the rest, residue and remainder of my estate, real and personal, and wheresoever situated, including all failed and lapsed gifts, and/or income received during the administration of my estate other than income on property specifically devised or bequeathed, to the Trustee of a testamentary trust to be established pursuant to this Will, the terms of which are to be exactly the same as THE BUSBEE FAMILY TRUST, as amended, which was established on April 19, 2013, and that was in existence at the time of the making of this Will. Said Trustee is to hold, manage and distribute said residue as therein provided.

D. Every legacy, bequest, devise and interest given under this Will or any Codicil to it, and any property passing in the administration of my estate through homestead, family allowance or exempt property orders, shall be delivered free from inheritance and estate taxes imposed by any state, territory or district of the United States, and from federal estate taxes. Such taxes shall be paid out of that portion of the residue of my estate that does not qualify for a marital deduction. My Executor or his Successors shall not deduct, seek reimbursement for, nor collect any part of such taxes from any legatee, devisee, trustee, person or

beneficiary under this Will or any Codicil to it.

E. My Executor is authorized to distribute to any named beneficiary my estate or any asset in my estate subject to any and all indebtedness.

F. My Executor shall represent any minor child or any person under a legal, mental or physical disability in matters relating to any distribution under this paragraph including selection of the assets that shall constitute that beneficiary's share, and my Executor may, in his discretion, sell for the beneficiary's account, any part of that beneficiary's share. Any property or its proceeds distributable to such beneficiary pursuant to this Will may be delivered without bond for such beneficiary's account to (1) the beneficiary directly, (2) the legally appointed Guardian of the estate or person of the beneficiary, (3) the custodian for the Beneficiary under a Uniform Gifts to Minors Act, (4) an adult relative or friend in reimbursement for amounts properly advanced for the benefit of the beneficiary, or (5) any suitable person with whom he resides or who has the care or control of him, in the sole and absolute discretion of the Executor. Neither my Executor nor the court having jurisdiction over my estate shall be obligated to see to the further disposition of such property.

G. No interest shall be paid on any of the devises or bequests made by this Will.

H. No lifetime gifts shall be deemed advancements against gifts under this Will. No unlisted gift or gifts made after this Will shall be advancements.

I. The interest of any beneficiary in the principal or income herefrom shall not be subject to claims of his or her creditors or others, or, liable to attachment, execution or other process of law. No beneficiary shall have any right to encumber, hypothecate or alienate his/her interest herefrom in any manner.

J. Upon any division, or, partial or final distribution of the property in the probate estate, the Executor may divide or distribute property in kind, including undivided interests therein, or, in his sole and absolute discretion, may sell all or any part of such property and make such division or distribution in cash or partly in cash and partly in kind. The decision of the Executor either prior to or upon any distribution thereof shall be binding upon all of the beneficiaries hereof.

V. **Executor**

A. The designation, succession, resignation, rights and liabilities of the Executor and its Successors shall be governed by the provisions indicated in this, my last Will and Testament.

First Appointment: JESSICA HOPE BUSBEE

Second Appointment: JON ELLIOTT

Third Appointment: RONALD KRAMER

Fourth Appointment: The Successor Trustee of THE BUSBEE FAMILY TRUST

1. In the event that any one of the Successor Executors should fail or decline to act as Executor for any reason, then the remaining Successor Executor shall continue to act pursuant to the provisions of this, my last Will and Testament.

2. In the event that all of the Successor Executors should fail or decline to act as Successor Executor, for any reason, then a person selected by a majority of the adult beneficiaries, if any, or, in the absence of such a selection, a person appointed by a competent court having jurisdiction shall be named as Successor Executor.

B. I confer on my Executor the power to designate a co-executor, a corporate co-executor or an ancillary executor, which power may be exercised in favor of my Executor, another individual or a qualifying bank or trust company. Any individual or corporate Successor Executor shall succeed to the capacity of its predecessor without conveyance or transfer.

C. I direct that my Executor or his Successors shall not be required to post bond for the faithful performance of his duties as such Executor.

D. I authorize my Executor or his Successors to lease, encumber, sell and convey any of the property of my estate, except for my personal residence, with or without notice, subject only to such confirmation as may be required by law. Except as may be otherwise expressly provided in this Will, and, subject to the discharge of my Executor's fiduciary obligations, my Executor or his Successors may continue to hold, manage and operate any property and any business belonging to my estate, the profits and losses thereof to

inure or be chargeable, respectively, to my estate and not to my Executor or his Successors with all the rights, powers and privileges that an absolute owner of the same property would have including, but not limited to, the powers indicated herein. Such powers shall include the powers to: borrow money, lend money, encumber property, invest property or surplus, reinvest property or surplus and to make such division or distribution of all or any portion of my estate, to make such division or distribution in undivided interests or in kind, or partly in money and partly in kind, distributing properties proportionately or distributing particular properties to particular beneficiaries, all at valuations determined in the Executor's discretion. I further authorize my Executor or his Successors to carry out the terms of, and to perform, all contracts, buy and sell agreements, partnership and/or joint venture agreements authorized by me. My Executor or his Successors shall have the power to exercise stock options and shall have and may exercise all of the powers delineated in Section 16220 et seq. of the California Probate Code, specifically including the power to invest and reinvest the money and assets of my estate.

E. In addition to the foregoing, I authorize my Executor to exercise all powers, rights, privileges and immunities, not previously expressed herein, contained in THE BUSBEE FAMILY TRUST, as amended, which was established on April 19, 2013.

F. If my estate includes any United States Government bonds that are redeemable at par in payment of federal estate taxes, my Executor or his Successors shall apply such bonds for such purpose to the maximum extent possible.

G. My Executor shall have discretion to select the valuation date of my estate for federal estate tax purposes, to determine whether any or all of the expenses of administration of my estate shall be used as estate or inheritance tax deductions or as income tax deductions, to consent to corporate elections under Subchapter "S" of the Internal Revenue Code of 1986, as amended from time to time, to make any available elections with respect to my lifetime tax liabilities or the tax liabilities of my estate. No beneficiary under this Will shall have the right to recoupment or restoration of any loss the beneficiary may suffer as a result of the exercise of any such discretion. However, my Executor may, in my Executor's sole discretion, make

such adjustments between principal and income or among the rights of any beneficiaries as my Executor shall deem appropriate in this regard.

VI. Guardian

A. The designation, succession, resignation, rights and liabilities of the Guardian and its Successors shall be governed by the provisions indicated in this, my last Will and Testament.

B. If a Guardian of the person, estate, or person and estate is necessary for any minor child of mine, I nominate the following, in the order of priority indicated, as Guardian:

First Appointment: JESSICA HOPE BUSBEE

Second Appointment: JON ELLIOTT and NANCY ELLIOTT, jointly, or the survivor of them

Third Appointment: TYLER THORNBERG and HEIDI THORNBERG, jointly, or the survivor of them

Fourth Appointment: The Successor Trustee of THE BUSBEE FAMILY TRUST

1. In the event that any one of the Successor Guardians should fail or decline to act as Guardian for any reason, then the remaining Successor Guardian shall continue to act pursuant to the provisions of this, my last Will and Testament.

2. In the event that all of the Successor Guardians should fail or decline to act as Successor Guardian, for any reason, then a person selected by a majority of the adult beneficiaries, if any, or, in the absence of such a selection, a person appointed by a competent court having jurisdiction shall be named as Successor Guardian.

C. I wish and intend that the Guardian be granted all of the powers listed in California Probate Code Section 2591, or any successor section, without a showing of the necessity of such powers to the court. I request that the court grant all such powers so that the guardian may exercise these powers without notice, hearing, or court authorization, instructions, approval, or confirmation in the same manner as the ward could do if possessed of legal capacity. No bond or undertaking shall be required of any Guardian named by me.

D. I wish and intend that the Guardian of any of my children nominated by me be granted the same authority with respect to the person of my children as a parent having legal custody would have and be able to exercise such authority without notice, hearing, or court authorization, instruction, approval, or confirmation in the same manner as if such authority were exercised by a parent having legal custody of a child. I further wish and intend that the judgment of such Guardian regarding my children's medical care be given substantial weight by the court.

VII. **Personal Liability**

I hereby relieve my Executor or his Successors and/or any Guardian named by me from personal liability for any loss or damage in connection with the administration of my estate, except such damage as may occur through willful neglect, default, or misconduct.

VIII. **Construction**

If any question shall arise as to the construction of this Will or any clause thereof, my Executor or his Successors named herein shall have the power to determine such question acting either on professional advice or upon his personal judgment. Such determination, when made by my Executor or his Successors, shall be final and binding on all persons who may claim under this Will, unless the court having jurisdiction over my estate shall adjudge that my Executor's determination is contrary to the public policy or the statutory law of California, or, to a clear provision of this Will.

IX. **Abatement**

If my estate is insufficient to pay all the gifts made by this Will in full, I direct that the order of abatement shall be general bequests, specific bequests, and the specific devises. All gifts of the same class shall abate proportionately.

X. **Contract**

I have not entered into either a contract to make a will or a contract not to make a will.

XI. **Disinheritance**

Except as otherwise provided in this Will, I have intentionally and with full knowledge omitted to

provide for my heirs. I hereby generally and specifically disinherit each, any and all persons whomsoever claiming to be or who may lawfully be determined to be my heirs at law, except such as are mentioned in this Will. All provisions of this Will shall be interpreted as if they had predeceased me without surviving issue.

XII. **Contests**

A. If any beneficiary under this Will, singularly or in combination with any other person or persons, directly or indirectly does any of the following acts, then the right of that person to take any interest given to him or her by this Will shall be void, and any gift or other interest in my estate to which the beneficiary would otherwise have been entitled shall pass as if he or she had predeceased me without issue or descendants.

B. Without probable cause challenges the validity of this Will, any codicil to this Will or the validity of any contract, agreement (including any trust agreement), declaration of trust, beneficiary designation, or other document executed by me or executed by another for the benefit of me that is in existence on the date that this Will is executed on any of the following grounds:

1. Forgery;
2. Lack of due execution;
3. Lack of capacity;
4. Menace, duress, fraud, or undue influence;
5. Revocation pursuant to the terms of an applicable instrument, document, or contract or applicable law;
6. Disqualification of a beneficiary under California Probate Code §§ 6122 or 21350 or applicable successor statutes.

C. My Personal Representative is specifically authorized to defend or otherwise take action at the expense of my estate on any action that violates this Section. A "contest" includes any action described above in an arbitration proceeding, but does not include any action described above solely in a mediation not preceded by the filing of a contest with a court.

D. This Section may not be applied so as to cause forfeiture of any distribution that otherwise qualifies for the federal estate tax marital or charitable deduction.

XIII. Disclaimer

Any beneficiary shall have the right to disclaim all or any part of any interest in property to which he or she may be entitled under this Will. Except as otherwise provided herein, any interest so disclaimed shall be distributed as if the beneficiary had predeceased the Testator. No other interest of the beneficiary shall be affected by the disclaimer, unless that interest also shall be disclaimed.

XIV. Validity

If any provision of this Will is invalid or unenforceable, the remaining provisions shall nevertheless continue to be fully operative.

XV. Tax

My Executor or his Successors is authorized but is not required to execute and file tax returns to the fullest extent permitted by applicable revenue laws. My Executor or his Successors shall not be required to allocate to or recover any amounts paid upon or by reason of any such return.

XVI. Tax and Administrative Elections

A. My Executor may exercise any available elections under any applicable income, inheritance, estate, succession, or gift tax law. This authority specifically includes the power to select any alternate valuation date for death tax purposes and the power to determine whether any or all of the administration expenses of my estate are to be used as estate tax deductions or as income tax deductions, and no compensating adjustments need be made between income and principal as a result of such determinations unless my Executor shall determine otherwise, in the discretion of my Executor, or unless required by law.

B. My personal representative, in its sole and absolute discretion, may elect to have all, none, or part of the property comprising my estate for federal estate tax purposes qualify for the federal estate tax marital deduction as qualified terminable interest property under Section 2056(B)(7) of the Internal Revenue Code (the QTIP Election).

C. 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 shall be apportioned to and collected from the qualified terminable interest property (QTIP) as provided in Section 2207A.

D. My Executor shall not be liable to any beneficiary of my estate for tax consequences occasioned by reason of the exercise or non-exercise of any such elections or by reason of the allocation and distribution of property in kind in full or partial satisfaction of any beneficiary's interest in my estate.

XVII. Definitions

For purposes of this Will, definitions of certain terms and rules of construction are provided:

1. References to "child" or "children" mean lawful blood descendants in the first degree of the parent designated. References to "issue" mean lawful blood descendants in the first, second or any other degree of the ancestor designated. "Descendants" mean the immediate and remote lawful, lineal descendants by blood or adoption of the persons referred to who are living at the time they must be ascertained in order to give effect to the reference to them. A legally adopted child who was at the date of adoption under the age of eighteen (18) years and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parents or parent and of anyone who is by blood or adoption an ancestor of the adopting parents.

2. In this Will, the word "spouse" in referring to the spouse of any of my children is limited to a lawfully wedded husband or wife of the child of mine who at the time of death of this child (the time of death of this child will be referred to in this paragraph as "then") was then permanently residing with such child and who was not then, in any jurisdiction, suing, or being sued, for limited or absolute divorce or dissolution of marriage from this child or separate maintenance or legal separation from this child, and who was not then subject to an interlocutory decree of divorce or dissolution of marriage. Such a spouse, on remarriage, shall thereafter be deemed deceased for all purposes under this Will.

3. Unless the context clearly requires another construction, the masculine, feminine, and neuter genders shall each include the others, and the singular and plural numbers shall include the other.

4. References to "Executor" or "co-executors" mean an executor, executrix, administrator, administratrix, personal representative or other person or persons, including the initial and Successor named and serving from time to time, charged with the responsibility for the administration of my estate. "Trustee" means the then-acting Trustee or Trustees, whether original or Successor, individual or corporate, regardless of gender.

5. Article and paragraph headings herein are for convenience only and shall have no effect upon the interpretation of this Will.

6. All references to this Will shall include any Codicils hereto.

7. Whenever property passes under this Will to designated issue, the property shall be distributed to the issue in the manner provided in Section 246 of the Probate Code as that Section reads as of the date of the execution of my Will.

8. Any reference to a provision of the Internal Revenue Code or the Income Tax Regulations shall be the appropriate Section of the Internal Revenue Code of 1986, as amended, a like provision of any subsequently adopted revenue code or the Treasury Regulations.

9. "Heirs at law" shall be determined by the statutes of descent and distribution respecting separate personal property of the State of California as determined thirty-one (31) days from the date of the Testator's death.

XVIII. Situs

This Will has been executed and delivered in the State of California, and shall be governed, construed and administered in accordance with the laws of that State.

XIX. Judicial Limitations

To the extent legally permitted under law, I direct that no proceedings shall be had in any court of any jurisdiction with respect to my estate other than the probating of this Will and the filing of an inventory, appraisement and list of claims against my estate.

XX. Compensation

Any person serving in any capacity hereunder including, but not limited to, Executor, Trustee or Guardian, shall be entitled to the greater of statutory compensation or reasonable compensation and reimbursement for all actual and reasonable costs incurred in faithfully performing their duties hereunder.

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IN WITNESS WHEREOF, I have hereunto subscribed my name on April 19, 2013.

MICHAEL JAMES RYAN BUSBEE

The foregoing instrument, consisting of 14 pages, was at the date hereof, by MICHAEL JAMES RYAN BUSBEE signed as and declared to be MICHAEL JAMES RYAN BUSBEE's Will, in the presence of us who, at MICHAEL JAMES RYAN BUSBEE's request and in MICHAEL JAMES RYAN BUSBEE's presence and in the presence of each other, have subscribed our names as witnesses thereto. Each of us observed the signing of this Will by MICHAEL JAMES RYAN BUSBEE and by each of the other subscribing witnesses, and knows that each signature is the true signature of the person whose name was signed.

We are acquainted with MICHAEL JAMES RYAN BUSBEE, at this time MICHAEL JAMES RYAN BUSBEE is over the age of eighteen (18) years, and to the best of our knowledge MICHAEL JAMES RYAN BUSBEE is of sound mind and is not acting under duress, menace, fraud, misrepresentation, or undue influence. Each of us is now more than 18 years of age and a competent witness and resides at the address set forth after his or her name.

We declare under penalty of perjury that the foregoing is true and correct.

EXECUTED on April 19, 2013, at Los Angeles, California.

_____	address:	1901 Avenue of the Stars, Suite 1100
By: Afshin A. Asher		Los Angeles, California 90067
_____	address:	1901 Avenue of the Stars, Suite 1100
By: Victoriya Grinblat		Los Angeles, California 90067
_____	address:	1901 Avenue of the Stars, Suite 1100
By: _____		Los Angeles, California 90067

STATE OF TENNESSEE

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IN RE: ***MICHAEL JAMES RYAN BUSBEE***

Docket No: ***24P1268***

I, JOSEPH P. DAY, 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 document heretofore entered in the above styled case on July 10, 2024 in the Seventh Circuit Court for Davidson County, Tennessee, 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, on July 10, 2024.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: _____ ***Deputy Clerk***

True Copy Certification

I, Andrew J. Bellm, Esq., do hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on July 10, 2024.

Affiant Signature

Date: July 10, 2024

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Lynne Jervis, a notary public for this county and state, Andrew J. Bellm who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

WITNESS my hand and official seal on this day, July 10, 2024.

Notary's Signature

My Commission Expires: 1-11-26

Notary's Seal

