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25P2408

Karen Johnson Davidson County
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20260211-0010733

Last Will and Testament of James Howard Levine

FILED
JOSEPH P. DAY
By

I, JAMES HOWARD LEVINE, a resident of Davidson County, Tennessee, revoke any prior Wills and codicils made by me and declare this to be my Last Will and Testament.

Article One
Family Information

I am unmarried.

I have two children. Their names are:

Michael Asher Levine, born on November 19, 1970 and

Robert Andrew Levine, born on November 19, 1970.

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

References to *my descendants* are to my children and their descendants, including descendants of any deceased child.

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

Except to the extent my Personal Representative establishes and funds any testamentary trusts as provided in Section 2.04, 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 James Howard Levine Living Trust dated October

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2, 2025, 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.

If incorporation by reference fails for any reason, I direct my Personal Representative to distribute the remainder of my estate, excluding any property over which I have a power of appointment, to my descendants, *Per Stirpes*.

Section 2.04 Establish and Fund Testamentary Trusts

I authorize my Personal Representative to establish testamentary trusts for the benefit of my beneficiaries under the same terms and conditions of my Revocable Living Trust as it exists at the date of my death, and to fund those trusts with any assets of my probate estate or with any property distributed to my Personal Representative from the Trustee. I appoint the Trustee and successor Trustees named in my Revocable Living Trust as the Trustee and successor Trustee of these testamentary trusts. The Trustee of the testamentary trusts will have all the administrative and investment powers given to the Trustee in my Revocable Living Trust, together with any other powers granted by law.

The Trustee is under no obligation to distribute property directly to my Personal Representative, but may distribute property directly to the Trustee of the testamentary trusts. Any property distributed to the testamentary trusts by the Trustee of my Revocable Living Trust will be distributed by the Trustee of the testamentary trusts under the terms and conditions of my Revocable Living Trust as it exists on the date of my death.

Article Three
Designation and Succession of Fiduciaries

Section 3.01 Personal Representative

I nominate ROBERT ANDREW LEVINE as my Personal Representative. If ROBERT ANDREW LEVINE is unwilling or unable to act as my Personal Representative, I nominate WILLIAM MCCLENEGHEN as my successor Personal Representative.

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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 Tennessee Fiduciary Powers Act 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.

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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.

Section 5.03 Informal Proceedings

I authorize my personal representative to exercise all powers without court supervision under Tennessee law.

Section 5.04 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.

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Section 5.05 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 James Howard Levine 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 James Howard Levine Living Trust.

I direct my Personal Representative to follow any instructions contained in the James Howard Levine Living Trust in making any tax elections, including the allocation of my GST Exemption. 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 James Howard Levine Living Trust, and I incorporate the tax apportionment provisions of the James Howard Levine 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 charitable deduction.

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 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 person directly or indirectly attempts to oppose the validity of my Will or my Revocable Living Trust, including any amendments to my trust, or commences, continues, or prosecutes any legal proceedings to set my Will or Revocable Living Trust aside, then that person will forfeit their share, will cease to have any right or interest in my property, and will be considered to have predeceased me for the purposes of my Will.

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 my Trustee or my Personal Representative, the word *shall* is used to impose a fiduciary duty on my Trustee or my Personal Representative. When I use the word *may*, I intend to empower my 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 T.C.A. Titles 30, 31 and 32 as amended after the date of my Will and after my death.

Section 7.10 Survivorship

For purposes of this Will, any beneficiary will be deemed to have predeceased me if the beneficiary dies within 45 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.

[Signature Page Follows]

I signed this will on the 15th day of October, 2025.

JAMES HOWARD LEVINE

On the date last above written, we saw James Howard Levine, 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.

Witness
The UPS Store
117 Hillsboro Pike, Suite 103
Nashville, TN 37215

Witness
The UPS Store
117 Hillsboro Pike, Suite 103
Nashville, TN 37215

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AFFIDAVIT OF WITNESSES TO PROVE WILL

Personally appeared before me, the undersigned Notary Public, Tracy Woods and William Bring, who each being separately and duly sworn, each for himself/herself on his/her oath or affirmation deposes and says:

1. That I am the witness whose name is signed to the Last Will and Testament of James Howard Levine;

2. That James Howard Levine, testator, in the presence of each of 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.

Witness

Witness

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Subscribed and sworn to before me this 15th day of October, 2025.

[SEAL]

PHOEBE HUDSON
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

Notary Public

My Commission Expires: 09/05/2028

STATE OF TENNESSEE

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IN RE: ***JAMES HOWARD LEVINE***

Docket No: ***25P2408***

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 January 30, 2026 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 January 30, 2026.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: _____ ***Deputy Clerk***

Certificate of Authenticity

I, Lindsay Kirchhoff, do hereby make oath that I am a licensed attorney and/or the custodian of the original certified version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original certified document executed and authenticated according to law on January 30, 2026

Affiant Signature

February 10, 2026

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Sworn to and subscribed before me this 10th day of February, 2026.

Notary's Signature

My Commission Expires: 11-5-2029

Notary's Seal:

