14P1379

FILED

SEP 4 2014

RICHARD R. ROOKER, Clerk
By _____ Deputy

Last Will and Testament of David H. Lucas, Sr.

I, David H. Lucas, Sr., also known as David Howard Lucas, Sr., a resident of Nashville, Tennessee, revoke any prior wills and codicils made by me and declare this to be my will.

Article One
Family Information

I am not married at the time of making this Will. I have two children. Their names and dates of birth are:

David H. Lucas, Jr., born on

Teena Lucas, born on

All references to my children in my will are to these children.

References to my descendants are to my children and their descendants.

Although Victoria A. Overton, my friend, is not a member of my immediate family, I have made provision for her in my will.

Article Two
Specific and General Gifts

Section 2.01 Disposition of Tangible Personal Property

I give all my tangible personal property, together with any insurance policies covering such property and claims under such policies in accordance with a "Memorandum for Distribution of Personal Property" or other similar writing directing the disposition of such property, which shall be dated and signed by me.

It is my intent that the writing qualifies to distribute my tangible personal possessions under applicable state law.

BILL GARRETT, Davidson County
Trans:T20140065986 WILL
Recvd: 09/04/14 15:16 17 pgs
Fees:87.00 Taxes:0.00
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Section 2.02 Contingent Distribution of Tangible Personal Property

Any tangible personal property not disposed of by a written memorandum, or if I choose not to leave a written memorandum, I give such property not disposed of to Victoria A. Overton but not to her descendants, if she survives me. If Victoria A. Overton does not survive me, such property shall become part of my residuary estate. My Personal Representative shall incur no liability to any party for any decision made by my Personal Representative with respect to either the division or sale of my tangible personal property, and any decision made by my Personal Representative shall be final and binding on all of my beneficiaries.

Section 2.03 Definition of Tangible Personal Property

For purposes of this Article, my tangible personal property shall include but not be limited to my household furnishings, appliances and fixtures, works of art, motor vehicles, pictures, collectibles, personal wearing apparel and jewelry, books, sporting goods, and hobby paraphernalia.

Tangible personal property shall not include any tangible property that my Personal Representative, in its sole discretion, determines to be part of any business or business interest that I own at my death.

Section 2.04 Ademption

If property to be distributed under this Article becomes part of my probate estate in any manner after my death, then the gift shall not adeem on account of not being a part of my probate estate at my death, and my Personal Representative shall distribute the property as a specific gift in accordance with this Article. If property to be distributed under this Article is not part of my probate estate upon my death and does not subsequently become part of my probate estate, then the specific gift made in this Article shall be considered null and void, without any legal or binding effect.

Section 2.05 Encumbrances and Incidental Expenses of Tangible Personal Property

Property being distributed under this Article shall be distributed subject to liens, security interests or other encumbrances on the property so distributed.

However, my Personal Representative shall pay, as an administration expense, the reasonable expenses of storing, insuring, packing, transporting and otherwise caring for my tangible personal property until actual delivery of each article of property to the appropriate beneficiary.

Article Three
My Residuary Estate

Section 3.01 Definition of My Residuary Estate

All the remainder of my estate, including property referred to above that is not effectively disposed of, shall be referred to in my will as my "residuary estate."

Section 3.02 Disposition of My Residuary Estate

My residuary estate shall be administered as provided in Article Four.

Article Four
Distribution of My Residuary Estate

The remaining property shall be distributed outright to Victoria A. Overton.

If Victoria A. Overton is deceased, Victoria A. Overton's share shall shall be divided and distributed equally among my then living children, *per stirpes*, outright and free of trust. If all of my children and their descendants have predeceased me, their share shall be distributed as provided in Article Five.

Article Five
Remote Contingent Distribution

If, at any time, there is no person or entity qualified to receive final distribution of my estate or any part of it, then any such portion of my estate with respect to which such failure of qualified recipients has occurred shall be distributed to those persons who would inherit it had I then died intestate owning such property, as determined and in the proportions provided by the laws of Tennessee then in effect.

Article Six
Designation of Fiduciaries

Section 6.01 Personal Representative

I nominate Victoria A. Overton as my Personal Representative. If Victoria A. Overton fails or ceases to act as my Personal Representative, I nominate David H. Lucas, Jr. as my Personal Representative.

Article Seven
Powers of My Fiduciaries

Section 7.01 Grant of Powers

My fiduciaries may perform every act reasonably necessary to administer my estate and any trust established under my will. Specifically, my fiduciaries may exercise the following powers:

They may hold, retain, invest, reinvest and manage real or personal property, including interests in any form of business entity including but not limited to, limited partnerships and limited liability companies, and policies of life, health and disability insurance, without diversification as to kind, amount or risk of non-productivity and without limitation by statute or rule of law.

They may partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, contract, distribute in cash or kind or partly in each at fair market value on the date of distribution, without requiring pro rata distribution of specific assets and without requiring pro rata allocation of the tax bases of such assets.

They may hold in nominee form, continue businesses, carry out agreements, and deal with themselves, other fiduciaries and business organizations in which my fiduciaries may have an interest.

They may establish reserves, release powers, and abandon, settle or contest claims.

They may employ attorneys, accountants, custodians of the trust assets, and other agents or assistants as deemed advisable to act with or without discretionary powers and compensate them and pay their expenses from income or principal or both.

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Section 7.02 Fiduciaries' Powers Act

In addition to all of the above powers, my fiduciaries may, without prior authority from any court, exercise all powers conferred by my will or by common law or by any fiduciary powers act or other statute of the State of Tennessee or any other jurisdiction whose law applies to my will. My Personal Representative shall have absolute discretion in exercising these powers. Except as specifically limited by my will, these powers shall extend to all property held by my fiduciaries until the actual distribution of the property.

Section 7.03 Alternative Distribution Methods

My fiduciaries may make any payment provided for under my will or under the terms of any trust established under my will as follows:

Directly to the beneficiary;

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

To the beneficiary's guardian, conservator, agent under a durable power of attorney or caregiver for the benefit of the beneficiary; or

By direct payment of the beneficiary's expenses, made in a manner consistent with the proper exercise of the fiduciary's duties hereunder. A receipt by the recipient for any such distribution shall fully discharge the fiduciary.

Article Eight
Administrative Provisions

Section 8.01 No Court Proceedings

Each trust established under my will shall be administered expeditiously, consistent with the provisions of my will, free of judicial intervention, and without order, approval or action of any court. The trust shall be subject to the jurisdiction of a court only if my Trustee or another interested party institutes a legal proceeding. A proceeding to seek instructions or a court determination shall be initiated in the court having original jurisdiction over matters relating to the construction and administration of trusts. Seeking instructions or a court determination shall not subject this trust to the continuing jurisdiction of the court.

Section 8.02 No Bond, Inventory or Accounting.

I direct that no fiduciary be required to give any bond in any jurisdiction, and if, notwithstanding this direction, any law, statute, or rule of court requires any bond, no sureties be required. I also expressly excuse my fiduciaries from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

Section 8.03 Informal Proceedings

I authorize my personal representative to exercise all powers without court supervision insofar as permitted under the Tennessee Code Annotated.

Section 8.04 Fiduciary Compensation

An individual serving as Trustee shall be entitled to fair and reasonable compensation for the services rendered as a fiduciary. A corporate fiduciary serving as my Trustee shall be compensated by agreement with an individual Trustee or, in the absence of an individual Trustee or in the absence of an agreement, in accordance with the corporate fiduciary's published schedule of fees in effect at the time the services are rendered.

My Trustee may charge additional fees for services it provides that are not comprised within its duties as Trustee such as fees for legal services, tax return preparation and corporate finance or investment banking services.

In addition to receiving compensation, my Trustee may be reimbursed for reasonable costs and expenses incurred in carrying out its duties under my will.

Section 8.05 Spendthrift Provision

Neither the income nor the principal of any trust established under my will shall be assigned, anticipated or alienated in any manner by any beneficiary, nor shall it be subject to attachment, bankruptcy proceedings or any other legal process, or to the interference or control of creditors or others.

Nothing contained in this Section shall restrict in any way the exercise of any power of appointment granted in my will.

Section 8.06 Distributions to Incapacitated Persons and Persons Under Twenty-One Years of Age

If my Personal Representative is directed to distribute any share of my probate estate to any beneficiary who is under the age of 21 years or is in the opinion of my Personal Representative, under any form of incapacity that renders such beneficiary unable to administer distributions properly when the distribution is to be made, my Personal Representative may, as Trustee, in my Personal Representative's discretion, continue to hold such beneficiary's share as a separate trust until the beneficiary reaches the age of 21 or overcomes the incapacity. My Personal Representative shall then distribute such beneficiary's trust to him or her.

While any trust is being held under this Section, the Trustee, other than an interested Trustee, shall pay to the beneficiary for whom the trust is held such amounts of the net income and principal as the fiduciary determines to be necessary or advisable for any purpose. If the Trustee is an interested Trustee, the Trustee shall pay to the beneficiary for whom the trust is held such amounts of the net income and principal as the fiduciary determines to be necessary or advisable for the beneficiary's health, education, maintenance and support.

Upon the death of the beneficiary before that time, the fiduciary shall distribute the trust, including any accrued and undistributed income, to such persons as such beneficiary may appoint by his or her will. The will exercising this general power of appointment may be made either before or after my death, making specific reference to this power and shall be admitted to probate in a formal or informal proceeding. This general power may be exercised in favor of the beneficiary, the beneficiary's estate, the beneficiary's creditors, or the creditors of the beneficiary's estate. To the extent this general power of appointment is not exercised, on the death of the beneficiary, the trust property shall be distributed to the beneficiary's then living descendants, *per stirpes*, or, if none, *per stirpes* to the living descendants of the beneficiary's nearest lineal ancestor who was a descendant of mine, or if no such descendant is then living, to my then living descendants, *per stirpes*. If I have no then living descendants the property shall be distributed under the provisions of Article Five.

Section 8.07 Maximum Term for Trusts

Notwithstanding any other provision of my will to the contrary, unless terminated earlier under other provisions of my will, each trust created under my will shall terminate 21 years after the last to die of the descendants of my maternal and paternal grandparents who are living at the time of my death.

At that time, the remaining trust property shall vest in and be distributed to the persons entitled to receive mandatory distributions of net income of the trust and in the same proportions. If no beneficiary is entitled to mandatory distributions of net income, the remaining trust property shall vest in and be distributed to the beneficiaries entitled to receive discretionary distributions of net income of the trust, in equal shares *per stirpes*.

Section 8.08 Representative of a Beneficiary

The guardian of the person of a beneficiary may act for such beneficiary for all purposes under my will or may receive information on behalf of such beneficiary.

Section 8.09 Ancillary Administration

In the event ancillary administration shall be required or desired and my domiciliary Personal Representative is unable or unwilling to act as an ancillary fiduciary, my domiciliary Personal Representative shall have the power to designate, compensate, and remove the ancillary fiduciary. The ancillary fiduciary may either be a natural person or a corporation. My domiciliary Personal Representative may delegate to such ancillary fiduciary such powers granted to my original Personal Representative as my Personal Representative may deem proper, including the right to serve without bond or surety on bond. The net proceeds of the ancillary estate shall be paid over to the domiciliary Personal Representative.

Article Nine
Tax Provisions

Section 9.01 Payment of Death Taxes

All estate, inheritance and succession taxes payable by reason of my death, whether or not such property passes under my will shall be paid as set forth in this Section.

(a) Payment from Residue

Except as otherwise provided in this Section or elsewhere in my will, my Personal Representative shall provide for payment of all such taxes from my residuary estate as an administrative expense without apportionment and shall not seek contribution toward or recovery of any such payments from any individual.

For the purposes of this Section, however, such taxes shall not include any additional estate tax imposed by Section 2031(c)(5)(C), Section 2032A(c) or Section 2057(f) of the Internal Revenue Code or any other comparable taxes imposed by any other taxing authority. Nor shall such taxes include any generation-skipping transfer tax, other than a direct skip.

(b) Protection of Exempt Property

In no event shall any such taxes be allocated to or paid from any assets that are not included in my gross estate for federal estate tax purposes.

(c) Charitable Distributions

Notwithstanding anything in my will to the contrary, no death taxes payable as a result of my death shall be allocated to or paid from any assets passing to any organization qualifying for the federal estate tax charitable deduction, or split-interest charitable trusts unless my Personal Representative has first used all other assets available to my Personal Representative.

(d) Property Passing Outside of My Will

All such taxes imposed with respect to property included in my gross estate for purposes of such taxes and passing other than by my will shall be apportioned among the persons and entities benefited in the proportion that the taxable value of the property or interest bears to the total taxable value of the property and interests received by all persons benefited. The values as finally determined in the respective tax proceedings shall be the values used for the apportionment of the respective taxes.

(e) No Apportionment Between Current and Future Interests

No interest in income and no estate for years or for life or other temporary interest in any property or trust are subject to apportionment as between the temporary interest and the remainder. The tax on the temporary interest and the tax, if any, on the remainder are chargeable against the corpus of the property or trust subject to the temporary interest and remainder.

Section 9.02 Tax Elections

In exercising any permitted elections regarding taxes, my fiduciaries may make such decisions as they deem to be appropriate in all the circumstances and my fiduciaries shall be under no duty to make any compensatory adjustment as a consequence of any such election. My Personal Representative may also pay such taxes or interest and deal with any tax refunds, interest, or credits as it shall deem necessary or advisable in the interest of my estate.

Article Ten
Definitions and General Provisions

Section 10.01 Definitions

For purposes of my will and for the purposes of any trust established under my will, the following definitions shall apply:

(a) Adopted and Afterborn Persons

A legally adopted person in any generation and his or her descendants, including adopted descendants, shall have the same rights and be treated in the same manner under my will as natural children of the adopting parent, provided such person is legally adopted prior to attaining the age of 18 years. A person shall be deemed to be legally adopted if the adoption was legal in the jurisdiction in which it occurred at the time that it occurred.

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

(b) Descendants

The term "descendants" shall include a person's lineal descendants of all generations.

(c) Education

The term "education" is intended to be an ascertainable standard in accordance with Section 2041 and Section 2514 of the Internal Revenue Code and shall include, but not be limited to:

Enrollment at private elementary, junior and senior high school including boarding school;

Undergraduate and graduate study in any field at a college or university;

Specialized, vocational or professional training or instruction at any institution, including private instruction; and

Any other curriculum or activity that my Trustee may deem useful for developing the abilities and interests of a beneficiary including, without limitation, athletic training, musical instruction, theatrical training, the arts and travel.

The term "education" shall also include distributions made by my Trustee for expenses such as tuition, room and board, fees, books and supplies, tutoring and transportation and a reasonable allowance for living expenses.

(d) Independent Trustee

The term "Independent Trustee" means a Trustee who is not an Interested Trustee as defined in subsection (e). Only an Independent Trustee may exercise those powers granted exclusively to an Independent Trustee and when the phrase "other than an Interested Trustee". Whenever my will specifically prohibits an Interested Trustee from exercising discretion or performing an act, then only an Independent Trustee may exercise that discretion or perform that act. An Independent trustee shall not be liable to any person for any good faith exercise or nonexercise of its discretion under my will

(e) Interested Trustee

The term "Interested Trustee" means (1) a Trustee who is a transferor of property to the trust (including a person whose qualified disclaimer resulted in property passing to the trust); (2) a Trustee who is a beneficiary of the trust; or (3) a Trustee whom a beneficiary of the trust can remove and replace by appointing a Trustee that is related or subordinate to the beneficiary within the meaning of Section 672(c) of the Internal Revenue Code.

For purposes this subsection "a beneficiary of the trust" means a person who is or in the future may be eligible to receive income or principal from the trust pursuant to the terms of the trust. A person shall be considered a beneficiary of a trust even if he or she has only a remote contingent remainder interest in the trust; however, a person shall not be considered a beneficiary of a trust if the person's only interest is as a potential appointee under a testamentary power of appointment.

(f) Internal Revenue Code

References to the "Internal Revenue Code" or to its provisions are to the Internal Revenue Code of 1986, as amended from time to time, and the corresponding Treasury Regulations, if any. References to the "Treasury Regulations," are to the Treasury Regulations under the Internal Revenue Code in effect from time to time. If a particular provision of the Internal Revenue Code is renumbered, or the Internal Revenue Code is superseded by a subsequent federal tax law, any reference shall be deemed to be made to the renumbered provision or to the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my intent as expressed in my will. The same rule shall apply to references to the Treasury Regulations.

(g) Legal Representative or Personal Representative

As used in my will, the term "legal representative" or "personal representative" means a person's guardian, conservator, executor, administrator, Trustee, or any other person or entity personally representing a person or the person's estate.

(h) Per Stirpes

Whenever a distribution is to be made to a person's descendants *per stirpes*, the distribution shall be divided into as many shares as there are then living children of such person and deceased children of such person who left then living descendants. Each then living child shall receive one share and the share of each deceased child shall be divided among such child's then living descendants in the same manner.

(i) Qualified Retirement Plan

The term "qualified retirement plan" means a plan qualified under Section 401 of the Internal Revenue Code, an individual retirement arrangement under Section 408 or Section 408A or a tax-sheltered annuity under Section 403. The term "qualified retirement benefits" means the amounts held in or distributed pursuant to a plan qualified under Section 401, an individual retirement arrangement under Section 408 or Section 408A, a tax-sheltered annuity under Section 403 or any other benefit subject to the distribution rules of Section 401(a)(9).

(j) Shall and May

Unless otherwise specifically provided in my will or by the context in which used, I use the word "shall" in my will to command, direct or require, and the word "may" to allow or permit, but not require. In the context of my Trustee, when I use the word "may" I intend that my Trustee may act its sole and absolute discretion unless otherwise stated by in my will.

(k) Trust

The term "trust," shall refer to all trusts created under the terms of my will.

(l) Trustee

The term "my Trustee" refers to any person or entity that is from time to time acting as the Trustee. The term "Trustee" refers to singular or plural as the context may require.

(m) Trust Property

The phrase "trust property" shall be construed to mean all property held by my Trustee under my will, including all property that my Trustee may acquire from any source.

(n) Other Definitions

Except as otherwise provided in my will, terms shall be as defined in the Tennessee Code Annotated as amended after the date of my will and after my death.

Section 10.02 Contest Provision

If, after receiving a copy of this Section, any person shall, in any manner, directly or indirectly, attempt to contest or oppose the validity of my will, (including any codicil to my will), or commences, continues or prosecutes any legal proceedings to set my will aside, then such person shall forfeit his or her share, cease to have any right or interest in my estate, and shall, for purposes of my will be deemed to have predeceased me.

This Section shall not apply so as to cause a forfeiture of any distribution otherwise qualifying for the federal estate tax charitable deduction.

Section 10.03 Survivorship Presumption

If any beneficiary shall be living at my death, but die within 30 days thereafter, then such beneficiary shall be deemed to have predeceased me for all purposes of my will.

Section 10.04 General Provisions

The following general provisions and rules of construction shall apply to my will:

(a) Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the contest requires or permits.

(b) Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within my will are included solely for the convenience and reference of the reader. They shall have no significance in the interpretation or construction of my will.

(c) Governing State Law

My will shall be governed, construed and administered according to the laws of Tennessee as from time to time amended. Questions of administration of any trust established under my will shall be determined by the laws of the situs of administration of such trust.

(d) Notices

Unless otherwise stated, whenever my will calls for notice, the notice shall be in writing and shall be personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice shall be effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

(e) Severability

The invalidity or unenforceability of any provision of my will shall not affect the validity or enforceability of any other provision of my will. If a court of competent jurisdiction determines that any provision is invalid, the remaining provisions of my will shall be interpreted and construed as if any invalid provision had never been included in my will.

I, David H. Lucas, Sr., the Testator sign my name to this instrument consisting of 15 pages on March 4, 2003 and do hereby declare that I sign and execute this instrument as my last will and testament, that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

David H Lucas

David H. Lucas, Sr., Testator

We, Terry Fairfax and LANITA McCLAIN, the witnesses, sign our names to this instrument, and do hereby declare that David H. Lucas, Sr. signs and executes this instrument as his last will and testament and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Terry Fairfax, Witness
3200 West End Ave., Suite 500
Nashville, TN 37203

LANITA McCLAIN, Witness

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AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

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

1. That they are adult citizens and residents of the state listed beside their respective signatures on the Will described hereinbelow.

2. That they witnessed the execution of the Will of David H. Lucas, Sr., dated March 4, 2003, to which this Affidavit is attached, and that this Affidavit is being made at the request of David H. Lucas, Sr., Testator, and in accordance with the provisions of Tenn. Code Ann., Section 32-2-110.

3. That their signatures are affixed to said Will, that they signed or affixed the same at the instance and request of David H. Lucas, Sr., Testator, and in his presence, and in the presence of each other, at the place and on the date recited in said Will.

4. That the Testator signed said paper writing as and for his Will in their sight and presence.

5. That at the time they witnessed said Will, the Testator was, in their opinion, of sound mind.

Terry Fairfax, WITNESS

LANITA McCLAIN, WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 4th day of March, 2003.

Notary Public

My Commission Expires: 9-25-2004

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of Last Will and Testament heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. 14P1379.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 4th day of September in the year Two Thousand and Fourteen.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

