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D.C.

LAST WILL AND TESTAMENT OF DONALD D. PRITCHARD

I, **DONALD D. PRITCHARD**, a resident of Nashville, Davidson County, Tennessee, being of sound and disposing mind, memory, and understanding, do hereby make, publish, and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils, and testamentary instruments heretofore made by me.

ARTICLE I

Definitions

1.1 **My Friend.** The term "My Friend" or "Friend" refers to **MICHAEL P. (MICKEY) MILLER** who has been so supportive of me through the years.

1.2 **Fiduciary.** The term "fiduciary" means the executor serving at the time under this Will and includes successors.

1.4 **Singular and Gender Usage.** Any use of a specific gender includes the other, and any use of the singular includes the plural when such meaning is appropriate.

ARTICLE II

Fiduciaries

I appoint my friend, **MICHAEL P. (MICKEY) MILLER**, currently of Nashville, Davidson County, Tennessee, as Executor of my Last Will and

This Instrument Prepared by:
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The Harrington Law Office
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Testament. I direct that my Executor shall not be required to furnish a bond for the faithful performance of his duties in any jurisdiction. If any bond is required by law, no surety shall be requested on such bond.

In the event that my friend, **MICHAEL P. (MICKEY) MILLER**, is unable or unwilling to serve or predeceases me, then I appoint my sister, **CAROLYN A. KINLEY**, as my successor Executors to serve without bond, otherwise the court having jurisdiction over my estate may appoint a successor Executor to serve in the place and stead of the appointed Executors. The Executor may resign upon thirty (30) days' written notice, and, if none, to the Court having jurisdiction over my estate. Unless otherwise excused by the successor Executor, the appointed Executors shall, at the expense of the estate, make an accounting of the estate and deliver all assets and muniment of title thereof to the successor Executor.

ARTICLE III

Provisions Relative to Fiduciaries

3.1 **Bond.** No bond is required of any fiduciary appointed under this Will or by a court.

3.2 **Powers.** Any fiduciary appointed under this Will has each power, duty, and discretion which is set forth in this Will, as well as each duty, power, or discretion contained in ***Tennessee Code Annotated*** § 35-50-110 as it exists at the time of the execution of this Will, which section is incorporated herein by reference. In the event ***Tennessee Code Annotated*** § 35-50-110 shall be amended after the execution of this Will, it is my desire that any such amendment shall be incorporated herein by reference to the extent that the

powers of the fiduciary are expanded thereby but not to the extent that such powers are lessened thereby.

3.3 **Resignation.** Each fiduciary serving under this Will may resign at any time by giving written notice of the resignation to any remaining fiduciary and to any successor fiduciary, or to the person having the power to appoint a successor fiduciary, or to the court having jurisdiction to appoint a successor fiduciary.

3.4 **Appointment of Successor Fiduciary.** If there is no fiduciary serving, the beneficiaries of the estate may appoint a fiduciary.

3.5 **Appointment of Additional Fiduciary.** If at any time my fiduciaries desire to have additional fiduciaries (acting unanimously, if more than one), such fiduciaries shall have the power to appoint such other person or bank as such fiduciaries may desire to serve with them as co-fiduciary, including any fiduciaries that may be necessary for ancillary administration of my estate.

3.6 **Action by Beneficiaries.** Any action to be taken by the beneficiaries under this Article is valid if taken by the beneficiaries of the estate who, at any time, represent a majority in interest in the estate. Any beneficiary who is a minor or who is under other legal disability shall be represented by such beneficiary's parent or duly-appointed guardian.

3.7 **Indemnity of Fiduciary.** It is my desire that the fiduciary exercise discretion without fear of incurring a liability or expense. Therefore, unless the fiduciary acts capriciously or arbitrarily, my estate shall indemnify the fiduciary for each monetary expense (including attorney's fees) incurred, expended, or arising from the exercise of such discretion.

3.8 **Settlement of Accounts on Vacating Office.** If a fiduciary ceases to serve, except where an individual fiduciary dies, the fiduciary shall file with each other fiduciary, including successors, a settlement of the accounts and inventory of the estate. The expense of the settlement and inventory shall be paid by the estate. The fiduciary ceasing to serve shall deliver the estate assets to the successor or remaining fiduciary.

3.9 **Non-resident Fiduciary.** Should the estate of my domicile at the time of my death require that at least one (1) fiduciary be a resident of the state of my domicile, the named fiduciary may appoint a fiduciary to meet this requirement.

ARTICLE IV

Payment of Debts, Expenses, and Taxes

4.1 **Debts.** My fiduciary shall pay all my lawful debts, except as provided in Paragraph 4.2. If permitted by law, my fiduciary may pay a debt without requiring the creditor to file a claim. I suggest that my fiduciary consult with an attorney for my estate before paying any debt.

4.2 **Encumbered Property.** If any interest in property passing under this Will or otherwise by reason of my death shall be encumbered by a mortgage or lien or shall be pledged to secure any obligation (whether such interest in property is owned by me individually or jointly), the devisee, legatee, joint owner, or beneficiary shall take such interest in property subject to all encumbrances existing at the time of my death and shall not be entitled to payment of such obligation from my estate. Provided, however, if the creditor files a claim against my estate so that my fiduciary must pay the debt, my fiduciary shall collect the amount my estate paid to the creditor from the recipient of the property.

4.3 **Funeral and Administration Expenses.** My fiduciary shall pay my funeral expenses, if any, and the expense of administering my estate as soon as possible after my death, including any expenses of ancillary administration in another state.

4.4 **Taxes.** All estate and inheritance taxes, including interest and penalties, if any, together with all administration expenses, payable in any jurisdiction by reason of my death, including those taxes and expenses payable with respect to assets which do not pass under this Will, shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my Executor shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of any increase in federal or state estate tax attributable to property in which I have a qualifying income interest for life, or over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended, and which is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

ARTICLE V

Distribution of Tangible Personal Property

5.1 **Specific Requests.**

I give and bequeath all my real and personal property, wheresoever situated, with the exception of the specific requests listed in my hand-written attachment to this Will, in which I have an interest at the time of my death, to my friend, **MICHAEL P. (MICKEY) MILLER**.

If my friend predeceases me, I give and bequeath all my real and personal property, wheresoever situated, in which I have an interest at the time of my death, to my sister, **CAROLYN A. KINLEY** or to her survivor(s).

If my sister predeceases me or does not select all these items, I request that all my remaining real and personal property, wheresoever situated, in which I have an interest at the time of my death be sold and the proceeds shall be donated to _____.

5.2 **Expenses.** All the cost of safeguarding, insuring, taking, and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of the administration of my estate.

5.3 **Disputes.** If there is any dispute regarding the division of this property, my Executor has the absolute discretion to determine how the division shall be made.

ARTICLE VI

Miscellaneous Provisions

6.1 **Disposition of Assets.** I authorize the Executor, without the order of any court, to sell any of my real estate or personal property not

specifically given by me at public or private sale, with the joinder of any beneficiary, in the manner and on the terms and for the price as may seem best; and on each sale of real estate, the proceeds are to be treated as forming part of my estate to pay administrative costs, taxes, and any remaining amounts shall become part of my residuary estate.

6.2 **Waiver of Inventory Reports and Appraisal.** I authorize my Executor to administer and settle my estate without the necessity of filing an inventory, making any report, accounting, or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal is required by law. The fiduciary's only responsibility for statements and accountings shall be to furnish a complete final accounting to the beneficiaries of my residuary estate if such beneficiaries are different from my fiduciary.

6.3 **Ancillary Administration.** If I own real estate located outside the state of my domicile or if ancillary administration of my estate is needed for any other reason, I appoint my domiciliary Executor to qualify in such other jurisdiction as my Executor in such jurisdiction. If my domiciliary Executor is unable or unwilling to qualify, I appoint as my Executor in such other jurisdiction the person or persons selected by my domiciliary Executor. The ancillary administrator is not required to post bond, file inventories, or make reports to any court and has the same powers as my domiciliary Executor. As quickly as the ancillary administrator completes the ancillary administration, the net assets from the ancillary administration are to be delivered to my domiciliary Executor.

6.4 **Real Estate.** Any real property which I own at my death is to be part of my probate estate and treated as personalty for administrative purposes.

6.5 **Spendthrift Provision.** Prior to distribution, no interest of any beneficiary in the corpus or income of my estate, as distributed in any Article of this Will, shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of such beneficiary, including the claims of any divorced spouse for alimony or support payments, and may not otherwise be voluntarily or involuntarily alienated or encumbered by any beneficiary, and the same shall not be subject to be taken by beneficiary's creditors by any process whatsoever.

6.6 **Construction.** I direct that should any clause in this Will be construed contrary to state laws, such clause shall be construed to conform to state law in the implementing of this My Last Will and Testament according to my expressed desires.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and seven (7) preceding typewritten pages, and for the purpose of identification, have initialed each such page, all in the sight and presence of the persons witnessing it at my request on this the 11th day of August, 1999, at Nashville, Tennessee. In accordance with ***Tennessee Code Annotated*** § 32-2-110, I have requested these witnesses to make the Affidavit which is attached to this My Last Will and Testament.

Donald P. Pritchard

Copy

ATTESTATION CLAUSE

On the date last above written, we saw **Donald D. Pritchard** in our presence, sign the foregoing instrument at its end. He then declared it to be his Last Will and Testament 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.

James D. Robert residing at 530 Harding Pl. Apt. B-34
Nashville TN. 37211

Gary A. Stewart residing at 530 Harding Place, Apt B-34
Nashville, Tennessee 37211

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AFFIDAVIT OF WITNESSES

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

James G. Robert and Gary A. Stewart being severally duly sworn, depose and say that:

We are acquainted with **Donald D. Pritchard** who executed this annexed Last Will and Testament, consisting of nine (9) pages, dated August 11, 1999 at Nashville, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing such Last Will and Testament, **Donald D. Pritchard** declared the instrument so subscribed by him to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of such instrument at his request and in his presence and sight and in the presence and sight of each other.

At the time of executing such Last Will and Testament, **Donald D. Pritchard** was over the age of eighteen (18) and, in our opinion, was of sound mind, memory, and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of **Donald D. Pritchard**. The annexed Last Will and Testament was examined by the undersigned at the time this affidavit was made.

James G. Robert

Gary A. Stewart

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SWORN to and subscribed before me

this 11th day of August, 1999.

Sharon L. Gardman

Notary Public

My Commission Expires: 9/29/2001

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 the LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 11 day of APRIL, 2001, in Docket Number 01P480, IN RE: PRITCHARD, DONALD D., 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, the 11 day of AUGUST in the year 2015 and in the 239 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____

Deputy Clerk

[SEAL] RICHARD R. ROOKER CIRCUIT COURT CLERK