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STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL AND TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **19P1153.**

ESTATE OF JUDITH ANN FOX

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 11th day of July in the year Two Thousand and Nineteen.

RICHARD R. ROOKER, Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____
Deputy Clerk

19A153

FILED

JUL 11 2019

RICHARD R. ROOKER, Clerk
By _____ Deputy

Last Will and Testament
of
Judy A. Fox

LAW OFFICES
BELL, MCCANN & MCINTEER, PLC
8110 ISABELLA LANE, STE. 200
BRENTWOOD, TENNESSEE 37027

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The Last Will and Testament of Judy A. Fox
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I, Judy A. Fox, 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 married to Robert G. Fox.

Lisa Brown is Robert G. Fox's child and not my biological or adopted child. For the purposes of this will, Lisa Brown will not be considered to be the child of Judy A. Fox and not included in references to our children.

Article Two
Distribution of My Property

Section 2.01 Pour-Over to My Revocable Living Trust

Except to the extent my Executor establishes and funds any testamentary trusts as provided in Section 2.03, 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 Fox Revocable Living Trust dated May 6, 2015 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 2.02 Alternate Disposition

If the trust referred to in Section 2.01 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 Executor 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.

Section 2.03 Establish and Fund Testamentary Trusts

I authorize my Executor to establish testamentary trusts for the benefit of my beneficiaries under the same terms and conditions of my Revocable Living Trust as it

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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 Executor 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 Executor, 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 Executor

I nominate Robert G. Fox as my Executor. If Robert G. Fox fails or ceases to act as my Executor, I nominate Julian Bridges Baker, III as my successor Executor.

Article Four
Powers of Fiduciaries

Section 4.01 Grant of Powers

My Executor 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 Executor 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 Executor may have an interest;

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 Executor 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 Executor may, without prior authority from any court, exercise all powers conferred by my Will, by common law, or by Tennessee Code Annotated Section 35-50-110 or other statute of the State of Tennessee or any other jurisdiction whose law applies to my Will. My Executor has absolute discretion in exercising these powers. Except as specifically limited by my Will, these powers extend to all property held by my fiduciaries until the actual distribution of the property.

Section 4.03 Distribution Alternatives

My Executor 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 Executor if the distribution is consistent with the proper exercise of my Executor's duties under my Will.

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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 and Waiver of Inventory and Accountings

I direct that no Executor 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. Also, the executor is excused from the requirement of making and filing an inventory and accounting with the court.

Section 5.03 Compensation and Reimbursement

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

Section 5.04 Ancillary Fiduciary

If any ancillary administration is required or desired, and my domiciliary Executor is unable or unwilling to act as an Ancillary Fiduciary, my domiciliary Executor 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 Executor may delegate to the Ancillary Fiduciary any powers granted to my domiciliary Executor as my domiciliary Executor 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 Executor.

Article Six
Taxes, Claims, and Expenses

Section 6.01 Payment of Death Taxes, Claims, and Expenses

The Trustee of the Fox Revocable 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 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 Fox Revocable Living Trust.

I direct my Executor to follow any instructions contained in the Fox Revocable Living Trust in making any tax elections, including the allocation of my GST Exemption and any elections relative to the *Deceased Spousal Unused Exclusion Amount*. My Executor 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 Fox Revocable Living Trust, and I incorporate the tax apportionment provisions of the Fox Revocable Living Trust as part of my Will.

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

Section 6.02 Tax and Administrative Elections

My Executor 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 Executor determines otherwise, or unless required by law.

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

Any tax paid as a result of the inclusion in my taxable estate of property held in a qualified terminable interest property (QTIP) trust created for me by my husband will be apportioned to and collected from the qualified terminable interest property (QTIP) as

provided in Section 2207A. But my Executor may waive this right of recovery. To the extent my husband's Will or other governing instrument provides for payment of the tax, my Executor will pursue any right of reimbursement in a manner consistent with that provision.

My Executor 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 his or her 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.

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Section 7.05 Construction

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

Section 7.06 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.07 Internal Revenue Code, IRC, or Code

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

Section 7.08 Shall and May

Unless otherwise specifically provided in this document or by the context in which used, the word *shall* is used to impose a duty or to command, direct, or require, and the word *may* is used to allow or permit, but not require. In the context of our Trustee or my Executor, the word *shall* is used to impose a fiduciary duty on our Trustee or my Executor. When I use the word *may*, I intend to empower our Trustee or my Executor 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 Tennessee Code Annotated, Sections 30-2-301 and 30-2-601 as amended after the date of my Will and after my death.

Section 7.10 Survivorship

For purposes of this Will, if I survive my husband by any period of time or if the order of our deaths is unknown, then I will be considered to have survived my husband. Any other beneficiary will be considered to have predeceased me if the beneficiary dies within 90 days after my death.

Section 7.11 Severability

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

I, Judy A. Fox, the Testatrix sign my name to this instrument consisting of 10 pages on May 6, 2015 and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and testament, that I sign it willingly (or willingly direct another to sign for me), 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.

Judy A. Fox, Testatrix

We, Sonya Crowell and Benjamin Seamon, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that Judy A. Fox signs and executes this instrument as her last will and testament and that she signs it willingly (or willingly directs another to sign for her) and that each of us, in the presence and hearing of the Testatrix, hereby signs this will as witness to the Testatrix's signing, and that to the best of our knowledge the Testatrix is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Sonya Crowell

Sonya Crowell, Witness
522 Ridgetop Rd
Hampshire TN 38461

Benjamin Seamon, Witness
9016 Bigden Mill Dr.
Nashville, TN 37211

BTS

STATE OF TENNESSEE)
) ss.
COUNTY OF Williamson)

Subscribed, sworn to, and acknowledged before me by Judy A. Fox, Testatrix, and subscribed and sworn to before me by Sonya Crowell and Benjamin Seamon, witnesses, on May 6, 2015.

Notary Public
Mark Bell

My commission expires: 1/5/17

MARK BELL
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY

BTS

Self-Proving Affidavit for
Last Will and Testament of
JUDY A. FOX

State of Tennessee

County of Williamson

I, the undersigned, an officer authorized to administer oaths, certify that Judy A. Fox, the testator, and Sonya Crowell and Benjamin Seamon, the witnesses, whose names are signed to the attached or foregoing instrument and whose signatures appear below, having appeared together before me and having been first duly sworn, each then declared to me that:

1) the attached or foregoing instrument is the last will of the testator;

2) the testator willingly and voluntarily declared, signed and executed the will in the presence of the witnesses;

3) the witnesses signed the will upon request by the testator, in the presence and hearing of the testator, and in the presence and hearing of each other;

4) to the best knowledge of each witness the testator was, at that time of the signing, of the age of majority (or otherwise legally competent to make a will), of sound mind, and under no constraint or undue influence; and

5) each witness was and is competent, and was then 18 years of age or older.

Judy A. Fox

Testator: ~~Robert G.~~ Judy A. Fox

Sonya Crowell residing at 522 Ridgetop Road Hampshire TN 38461

Witness 1:

residing at 9016 Rigden Mill Dr. Nashville, TN 37211

Witness 2:

On this 6th day of May, 2015, at Brentwood, Tennessee, before me, the undersigned Notary Public in and for said County and State, personally appeared Judy A. Fox, Sonya Crowell, and Benjamin Seamon, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the foregoing Instrument for the purposes herein set forth.

Witness my hand and official seal of office this 6th day of May, 2015.

Notary Public

MARK BELL
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY

My Commission Expires: 11/15/17

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