Karen Johnson Davidson County
Batch# 911881 WILL
09/02/2022 09:24:44 AM 11 pgs
Fees: $57.00 Taxes: $0.00
20220902-0099070

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 30 day of MARCH, 2022, in Docket Number 21P2480, IN RE: MAXWELL, LARUE DUKE ET.AL, 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 30 day of AUGUST in the year 2022 and in the 246 year of American Independence.

RICHARD R. ROOKER CIRCUIT COURT CLERK

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

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21P2480

Last Will and Testament

FILED
MAR 30 2022
RICHARD R. ROOKER, Clerk
By Catherine Deputy

of

Ocie Larue Maxwell

I, Ocie Larue Maxwell, of 908 Tower Place, Nashville, Davidson County, Tennessee 37204, declare this to be my Last Will and Testament, and I hereby revoke all prior wills and codicils that I have made.

Article I

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, for ease of administration, be paid out of and charged generally against my residuary estate provided, however, I do not waive apportionment or recovery of any taxes attributable to any assets which may be included in my gross estate for tax purposes but which do not pass under this will.

Article II

I hereby appoint my son, Gregory W. Maxwell, and my daughter, Julia A. Brusseau, as co-personal representatives of this, my Last Will and Testament, to serve without the requirements of bond, inventory, or accountings. If either Gregory W. Maxwell or Julia A. Brusseau are unable or unwilling to serve as co-personal representative, I appoint the other to serve as the sole personal representative. If neither Gregory W. Maxwell nor Julia A. Brusseau are willing or able to serve, I direct the Probate Court for Davidson County, Tennessee, to appoint a personal representative other than a descendent of mine who is willing to accept that appointment. In that event, I do not waive the requirements of bond, inventory, or accountings.

Article III

A. I give all the tangible personal property that I own at my death, including my household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment,

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collections, wearing apparel, and other articles of household or personal use or ornament to my three children: Gregory W. Maxwell, Julia A. Brusseau, and James R. Maxwell, share and share alike.

B. Any dispute which may arise between the beneficiaries as to distribution of my personal property amongst them shall be resolved by majority vote of the beneficiaries.

C. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and 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.

Article IV

I give all the rest, residue and remainder of my property, real, personal and mixed, to the following individuals in the following shares:

A. Subject to the provisions of Paragraph B of this Article, one-third (1/3) to my son, Gregory W. Maxwell, one-third (1/3) to my daughter, Julia A. Brusseau, and one-third (1/3) in trust to the trustee identified in Article VIII to be administered in accordance with the provisions of this will in a trust named for the benefit of my son, James R. Maxwell. In the event that any child of mine is not living at the time of any distribution contemplated by this Will, then that child's share shall go to that child's issue, *per stirpes*, and if any such beneficiary has not attained the age of 30 years as of the time of any distribution contemplated hereby, that beneficiary's share shall be distributed in trust to the trustee identified in Article VIII to be administered in accordance with the provisions of this Will in a separate trust named for the benefit of that beneficiary.

B. My principal residence at 908 Tower Place, Nashville, Davidson County, Tennessee, is included within the terms of Paragraph A of this Article, but the trustee for my son, James R. Maxwell, shall be deemed to be holding a life estate measured by the life of James R. Maxwell with respect to the two-thirds (2/3) interest devised to Gregory W. Maxwell and Julia D. Brusseau. The two-thirds (2/3) interest in that real property devised to them shall only be deemed a remainder interest. Notwithstanding any other provision of this Will to the contrary, no trustee for James R. Maxwell shall sell, assign, convey, transfer or encumber in any manner the real property in which Gregory W. Maxwell and Julia A. Brusseau hold a remainder interest without their written consent. Additionally, should the trustee for James R. Maxwell determine, in exercising its discretionary powers, that selling the residence is in the best interest of the trust and its beneficiary, the property

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may be sold and the net proceeds of the sale shall be equally divided between my son, Gregory W. Maxwell, my daughter, Julia A. Brusseau, and the trustee for my son, James R. Maxwell.

Article V

Any trust created under this will shall be subject to the terms and conditions of this Article.

A. The trustee shall distribute to the beneficiaries of the trust as much of the net income and principal of the trust, even to the extent of exhausting principal, as the trustee from time to time believes desirable for the health, support in reasonable comfort, education, best interest and welfare of the beneficiaries considering all circumstances and factors deemed pertinent by the trustee; provided, however, that:

1. Any undistributed net income shall be accumulated and added to the principal of the trust, as from time-to-time determined by the trustee;

2. My primary concern is for the health, support in reasonable comfort, education, best interest and welfare of the beneficiaries rather than for the preservation of the principal for ultimate distribution;

3. The trustee shall face no liability for acting in good faith with respect to making or refusing to make any distribution under paragraph A of this Article.

4. The trustee shall be under no duty to equalize distributions among the beneficiaries.

B. 1. Upon the death of my son James R. Maxwell, the trust named for him shall terminate and the corpus and all accumulated income shall be distributed in accordance with the provisions of Subparagraphs 1-3 of Paragraph C of this Article.

2. Upon the date that a beneficiary of any trust created under this will, other than the trust created for my son, James R. Maxwell, attains the age of thirty (30) years, the trust shall terminate and the corpus and all accumulated income shall be paid to the beneficiary.

C. In the event of the death of a beneficiary for whom a trust was created and named pursuant to the provisions of Article IV before termination of said beneficiary's trust, the principal and all accrued income of such trust shall be distributed as follows:

1. To such one or more persons living at the death of the beneficiary, or thereafter born, who are descendants of mine, or who at any time were married to a descendent of mine, as the beneficiary may appoint by will specifically referring to this power of appointment.

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2. In default of an effective appointment, to the then living descendants of the beneficiary, *per stirpes*, or if none, to my then living descendants, *per stirpes*; or

3. If none of my descendants are then living, to those persons who would have been entitled to receive my personal property under the laws of the State of Tennessee, in effect on the date of this instrument, had I died intestate, domiciled in the State of Tennessee, immediately after the death of the last to die of myself and all of my descendants, and in the proportions determined under those laws.

D. Notwithstanding any provision of this will, if any person entitled to receive distribution upon termination of any trust created under this will is under the age of twenty-five (25) years at the time distribution is to take effect hereunder, the trustee may continue to hold the portion of said trust so distributable in trust and administer it as provided in the applicable articles of this will until such time as said person attains the age of twenty-five (25) years.

Article VI

The provisions of this Article shall apply to each trust held under this instrument and paragraph H of this Article shall also apply to all other dispositions under this instrument:

A. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the trustee is incapable of properly managing his or her financial affairs, then the trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustee for the beneficiary under a Uniform Gifts to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. Except as otherwise provided in this instrument, any income accrued but not received at the termination of any trust shall be treated as if it had been received immediately before termination and shall be distributed upon receipt.

C. Among the circumstances and factors to be considered by the trustee in determining whether to make discretionary distributions of the income or principal to a beneficiary are the other

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income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets. As used throughout this instrument, the term "education" includes, but is not limited to, private schooling at the elementary and secondary school level, college, graduate and professional education, and specialized or vocational training.

D. In all circumstances, despite any provisions of law to the contrary, no power of appointment or power of withdrawal shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of the trustee, or to involuntary transfer in any event.

E. Any trust principal or net income as to which a power of appointment is exercised shall be distributed to the appointee or appointees upon such conditions and estates in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and as such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. In determining whether a testamentary power of appointment has been exercised, the trustee may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within three months after the holder's death.

F. If at any time the trustee shall determine that the trust is of a size that is no longer economical to administer, the trustee, without further responsibility, may (but need not) distribute the trust to the beneficiary to whom the trust is then paying or may then pay income from the trust.

G. Notwithstanding any other provisions of this instrument, at the end of twenty-one (21) years after the death of the last to die of myself and all descendants of mine who are living at my death, the trustee shall distribute the principal and all accrued or undistributed net income of the trust to the beneficiary to whom the trust is then paying or may then pay income from the trust.

H. For purposes of determining who is a descendant of mine or of any other person:

1. Legal adoption shall be the equivalent in all respects to blood relationship; and

2. A person born out of wedlock and those claiming through that person shall be deemed to be descendants (i) of the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, of the natural father and his ancestors, in each case unless a decree of adoption terminates such natural parent's parental rights.

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Article VII

Any trust created under this Will shall be subject to the following terms:

A. The trustee shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustee:

1. To retain for any period of time without limitation, and without liability for loss or depreciation in value, any property transferred to the trustee, including partnership interests (whether general, special or limited), even though the trustee could not properly purchase the property as a trust investment and though its retention might violate principals of investment diversification;

2. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, grant or exercise options to buy, convey, transfer, exchange or lease (for a term within or extending beyond the term of the trust) any real or personal property of the trust, and to partition, dedicate, grant easements in or over, subdivide, improve and remodel, repair, or raze improvements on any real property of the trust, and in general to deal otherwise with the trust property in such manner, for such prices, and on such terms and conditions as any individual might do as outright owner of the property;

3. To borrow money at interest rates then prevailing from any individual, bank or other source, irrespective of whether any such individual or bank is then acting as trustee, and to create security interests in the trust property by mortgage, pledge, or otherwise;

4. To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal, domestic or foreign, including partial interests, such as life estate, term or remainder interests, without being limited by any statute or rule of law governing investments by trustees;

5. To make allocations, divisions and distributions of trust property in cash or in kind, or partly in each; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries of separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate allocations of unrealized gain for federal income tax purposes; and to determine the value of any property so allocated, divided, or distributed;

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6. To exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities; and to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation;

7. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form;

8. To pay all expenses incurred in the administration of the trust, including reasonable compensation to any trustee, and to employ or appoint and pay reasonable compensation to accountants, depositories, investment counsel, attorneys, attorneys-in-fact, and agents (with or without discretionary powers);

9. To deal with the fiduciary or fiduciaries of any other trust or estate even though the trustee is also the fiduciary or one of the fiduciaries of the other trust or estate;

10. To compromise or abandon any claim in favor of or against the trust;

11. To lend money to the personal representative of my estate and to purchase property from the personal representatives of my estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, un-productivity, or lack of diversification;

12. To commingle for investment purposes the property of the trust with the property of any other trust held hereunder allocating to each trust an undivided interest in the commingled property;

13. To receive any property, real or personal, to be added to the trust, from any person by lifetime or testamentary transfer or otherwise;

14. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against the trust property and containing provisions excluding personal liability; and

15. To perform all other acts necessary for the proper management, investment, and distribution of the trust property.

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B. The powers granted in this Article shall be in addition to those granted by law and may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument except to the extent required or permitted by Article VIII.

D. The trustee's exercise or non exercise of powers and discretion in good faith shall be conclusive on all persons. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

E. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

F. The compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. The compensation of any individual Trustee shall be reasonable.

G. The trustee may continue to hold any real property I own at the time of my death in trust without liability for holding property that may be less productive than other potential investments.

Article VIII

A. Any trustee may resign at any time by giving prior written notice to any co-trustee and to the beneficiary, or beneficiaries, to whom the current trust income may or must then be distributed.

B. I name my son, Gregory W. Maxwell, and my daughter, Julia A. Brusseau, as co-trustees of each trust held under this Will. Any reference herein to "my trustee" or "the trustee" shall be deemed references to the co-trustees. If either Gregory W. Maxwell or Julia A. Brusseau fails or refuses to act as a co-trustee or resigns as a co-trustee, then the remaining co-trustee shall act as the sole trustee. If both Gregory W. Maxwell and Julia A. Brusseau are unable or unwilling to serve as trustees, or if both resign as trustee, I direct the Probate Court for Davidson County, Tennessee, to appoint a trustee, other than a descendent of mine, who is willing to accept that appointment.

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C. By written instrument, a majority in number of the beneficiaries to whom the current trust income may or must then be distributed may approve the accounts of the trustee with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and all necessary parties. The accounts of the trustee may also, at the trustee's option, be approved by the Probate Court for Davidson County, Tennessee.

D. Any trustee appointed by the Probate Court for Davidson County, Tennessee, shall have all the title, powers and discretion granted to the original trustee without court order or act of transfer. With the approval of the person or persons who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and the property delivered by or for a predecessor trustee without liability for doing so, and such acceptance shall be a full and complete discharge to the predecessor trustee.

IN WITNESS WHEREOF, I signed this my last will and testament on the 5th day of March, 2009, consisting of 10 typewritten pages, including an affidavit page, each of which carries my initials at the bottom, in the presence of the persons witnessing at my request.

Ocie Larue Maxwell

Ocie Larue Maxwell

Signed by the said Ocie Larue Maxwell as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have subscribed our names as attesting witnesses the day and date above written.

WITNESS

320 Seven Springs Way Ste 150
Nashville TN 37027
ADDRESS

WITNESS

320 Seven Springs Way Ste 150
Brentwood, TN 37027
ADDRESS

Initials OLM

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that Ocie Larue Maxwell on the day and date above written, declared and signified to us that this instrument was her Last Will and Testament, and that we, at her request and in her sight and presence and in the sight and presence of each other, then subscribed our names thereto as attesting witnesses and that at the time of execution, the Testator was more than eighteen (18) years of age and of sound mind and disposing memory and did not appear to be under undue influence, and that the undersigned, each being more than eighteen (18) years of age, make and sign this affidavit at the Testator's request on the day and date above written.

WITNESS

WITNESS

SWORN TO and subscribed before me this 5th day of March, 2009.

NOTARY PUBLIC

CATHY R. BARTON
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

My commission expires: 8/23/11

Initials LDM