

NOT FOR PUBLICATION

In the
United States Court of Appeals
For the Eleventh Circuit

No. 25-14258
Non-Argument Calendar

ALICE FELTS,

Plaintiff-Appellant,

versus

PAMELA THAXTON,

Defendant-Appellee,

NATIONWIDE LIFE INSURANCE
COMPANY, et al.,

Defendants.

Appeal from the United States District Court
for the Middle District of Georgia
D.C. Docket No. 3:24-cv-00129-CDL

Before JORDAN, ROSENBAUM, and KIDD, Circuit Judges.

PER CURIAM:

This appeal concerns the rightful beneficiary of an annuity from Nationwide Life Insurance Company (the “Annuity”). Alice Felts alleges that Pamela Thaxton unduly influenced the purchaser of the Annuity, David Silvian, to change the beneficiary from Felts to Thaxton before his death. The district court held a bench trial and concluded that Felts failed to prove her claim of undue influence. Felts appeals, arguing that the court misunderstood and misapplied the proper legal standards. After careful review, we conclude that the district court did not rely on an erroneous view of the controlling legal principles, and that its findings are otherwise reasonable and supported by the record. We therefore affirm the judgment in favor of Thaxton.

I.

In May 2015, Silvian designated Felts the sole beneficiary of the Annuity. Silvian and Felts had been married from 2000 to 2005, and she remained a trusted friend after their divorce. In 2006, Silvian named Felts the executor and primary beneficiary of his estate and his healthcare power-of-attorney. And they communicated regularly by phone and email until his death in April 2018. Silvian had no children or other close family.

Silvian suffered from depression, anxiety, and numerous physical ailments. In January 2016, Silvian sent Felts an email expressing frustration with his medical issues and loneliness. “What I need,” he concluded, “is someone to pass time with a few hours a day.” The following month, Silvian was admitted to a psychiatric

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facility for suicidal thoughts and severe psychosis. He was prescribed antipsychotic medication upon discharge.

In February 2017, Silvian fell at his home, requiring several weeks of hospitalization and rehabilitation. During this time, according to Felts, Silvian was “showing a lot of signs of confusion” and making delusional statements, including that he “got an ultrasound at the 7-Eleven.”

Sometime between February 26, 2017, and March 1, 2017, Silvian moved into Arbor Terrace, an assisted-living facility. He met Appellee Thaxton for the first time during the move. Thaxton had been asked to help by her neighbor, Roselyn Cleveland, the Director of Arbor Terrace. Cleveland knew that Thaxton had acted as a personal caregiver for older adults and that she had helped others move in to assisted-living facilities.

After the initial move-in, Silvian paid Thaxton to perform various personal tasks and errands. Thaxton also regularly visited Silvian with her dogs and played cards with him. Silvian loved dogs.

On March 16, 2017, just over two weeks after meeting Thaxton, Silvian executed a form changing the sole primary beneficiary of the Annuity from Felts to Thaxton, who was identified as a “caregiver” and “friend.” Thaxton filled out the beneficiary-change form for Silvian to sign.

That same day, Silvian saw his primary-care physician, Dr. James Michael Cobb, about sensations in his leg. Dr. Cobb testified at trial that Silvian appeared to have returned to his psychological

“baseline” at the appointment on March 16, 2017, and that he “appeared to be as normal as he got.” Silvian answered Dr. Cobbs’s questions appropriately, was not confused or disorientated, and gave no indication of hallucination or delirium, despite his recent history of such symptoms.

In conversations with Felts and Sam Silberman (another longtime friend of Silvian), Silvian referred to Thaxton as his “bookkeeper.” According to Felts, Silvian was having “a little bit of trouble signing checks” and she would sometimes write out checks for him to sign. Thaxton testified that, at Silvian’s request and direction, she filled out one check for Silvian to sign on March 5, 2017, and retained a copy. Thaxton also was in possession of a copy of a check written by Silvian on March 25, 2017, and a corresponding deposit slip. But Thaxton otherwise denied having access to Silvian’s financial information or performing any bookkeeping functions for him.

After Silvian’s death in April 2018, Felts discovered the Annuity beneficiary change and then sued Thaxton, alleging that she unduly influenced Silvian to make her the beneficiary. After proceedings in state court, including an opinion by the Georgia Court of Appeals, *see Felts v. Thaxton*, 894 S.E.2d 627 (Ga. Ct. App. 2023), the case eventually was renewed in federal district court under diversity jurisdiction. *See* 28 U.S.C. §1332.

II.

The district court held a bench trial in November 2025, hearing evidence and testimony from Felts and Thaxton, among others.

Ultimately, the court found that Felts failed to prove that the March 16, 2017, change in beneficiary for the Annuity was the product of undue influence.

In its order making findings of fact and conclusions of law, the district court found that no confidential relationship existed between Thaxton and Silvian. The court noted that, despite isolated references to Thaxton as Silvian’s “bookkeeper,” there was no evidence that Thaxton participated in the management of Silvian’s financial affairs. The court otherwise found that “Silvian kept a close and guarded watch on his finances.” The court concluded that Silvian’s “general trust and confidence in Thaxton” was not sufficient on its own to establish a confidential relationship, so it declined to apply a presumption of undue influence.

The district court further concluded that, without the rebuttable presumption, Felts failed to prove “that Thaxton used undue influence to cause Silvian to designate her as the beneficiary of the Nationwide Annuity.” The court acknowledged Felts’s argument that Silvian “had diminished capacity and was thus more susceptible to undue influence.” But it found that Silvian’s “mental and emotional condition was stable” on the day of the beneficiary change, and that he was a “strong-willed person” who “was not easily manipulated.” And it reasoned that it would “require speculation and guesswork” to conclude that “the change in beneficiary was the result of Thaxton’s undue influence.” The district court entered judgment for Thaxton, and Felts appeals.

III.

We review de novo questions of law, such as the proper legal standard. *Luxottica Grp., S.p.A. v. Airport Mini Mall, LLC*, 932 F.3d 1303, 1310 (11th Cir. 2019). We review for clear error factual findings made by a court after a bench trial. *Morrisette-Brown v. Mobile Infirmary Med. Ctr.*, 506 F.3d 1317, 1319 (11th Cir. 2007). “A factual finding is clearly erroneous when a review of the entire record leaves us with the definite and firm conviction that a mistake has been committed.” *Berenguela-Alvarado v. Castanos*, 950 F.3d 1352, 1357–58 (11th Cir. 2020) (quotation marks omitted). *Id.* (quotation marks omitted). “We give even ‘greater deference’ to fact-finders of the district court that are based on determinations of the credibility of witnesses.” *Id.* (quotation marks omitted).

“As long as the district court’s findings are plausible, we may not reverse the district court even if we would have decided the case differently.” *United States v. Engelhard Corp.*, 126 F.3d 1302, 1305 (11th Cir. 1997). “But where a district court applies an incorrect legal standard which taints or infects its findings of facts, such findings lose the insulation of Rule 52(a) and judgment based thereon cannot stand.” *Manning ex rel. Manning v. Sch. Bd. of Hillsborough Cnty.*, 244 F.3d 927, 940–41 (11th Cir. 2001). While clear-error review is deferential, it “does not govern findings made under an erroneous view of controlling legal principles.” *Bigge v. Albertsons, Inc.*, 894 F.2d 1497, 1503 (11th Cir. 1990).

IV.

Under Georgia law, a will is invalid if it is the product of “undue influence whereby the will of another is substituted for the

wishes of the testator.” O.C.G.A. § 53-4-12. “Because the annuity at issue here is analogous to a trust or a bequest in a will, and because the concept of undue influence typically arises in cases involving such instruments,” we rely on decisions addressing wills and trusts in this opinion. *Felts*, 894 S.E.2d at 630 n.6.

Undue influence may take many forms and may be supported by a wide range of evidence. *Odom v. Hughes*, 748 S.E.2d 839, 844 (Ga. 2013). And it “can seldom be shown except by circumstantial evidence.” *Sullivan v. Sullivan*, 539 S.E.2d 120, 123 (Ga. 2000). The question of whether a will or beneficiary change “is the product of undue influence is generally for the factfinder.” *Odom*, 748 S.E.2d at 844 (quotation marks omitted).

Georgia courts consider a wide range of circumstances in evaluating undue influence, including whether a confidential relationship existed between the parties, the reasonableness or unreasonableness of the disposition, whether old age or disease affected the testator’s strength of the mind, and “any other proved fact or circumstance going to show the exercise of undue influence on the mind and will of the testator.” *Dyer v. Souther*, 528 S.E.2d 242, 244 (Ga. 2000). But “evidence which merely shows an opportunity to influence is not itself sufficient.” *Odom*, 748 S.E.2d at 844 (quoting another source).

Moreover, “[a] rebuttable presumption of undue influence arises when a beneficiary under a will occupies a confidential relationship with the testator, is not the natural object of his bounty, and takes an active part in the planning, preparation, or execution

of the will.” *Bean v. Wilson*, 661 S.E.2d 518, 519 (Ga. 2008) (quotation marks omitted). A “confidential relationship” exists “where one party is so situated as to exercise a controlling influence over the will, conduct, and interest of another,” or where a fiduciary relationship is present. O.C.G.A. § 23-2-58.

Evidence that “the deceased placed a general trust and confidence in the primary beneficiary” is not sufficient to trigger the presumption of undue influence. *White v. Regions Bank*, 561 S.E.2d 806, 808 (Ga. 2002) (quotation marks omitted). Rather, to give rise to the presumption, “the evidence must show a confidential relationship wherein the primary beneficiary was capable of exerting the power of leadership over the submissive testator.” *Id.* (quotation marks omitted).

On appeal, Felts does not argue that the district court’s factual findings are clearly erroneous. Instead, she contends that the court misunderstood the proper legal standards for confidential relationships and undue influence. And she faults the court for failing to make findings regarding “Silvian’s failing mental and physical health” leading up to the beneficiary change or “Thaxton’s role as a caregiver.”

Here, Felts has not shown that the district court based its factual findings on an erroneous view of controlling legal principles. The court correctly cited the standard for confidential relationships under O.C.G.A. § 23-2-58. And the record supports its finding that Felts failed to prove the existence of such a relationship by a preponderance of the evidence.

The evidence showed that Thaxton provided some limited assistance to Silvian in handling financial matters. She wrote one check at Silvian's direction and retained a copy; she retained copies of another check written by Silvian; and she filled out change-in-beneficiary forms for the Annuity in which she was named the primary beneficiary. Those forms described her as both "caregiver" and "friend." Silvian also referred to Thaxton as his "bookkeeper" in conversations with two longtime friends (Felts and Silberman).

But there was no evidence that Thaxton otherwise exercised any control over Silvian's financial affairs, or that she had any caregiving role apart from helping Silvian move in, doing occasional tasks for him, and visiting him with her dogs and playing cards. Thaxton denied acting in a caregiver capacity toward Silvian or performing any bookkeeping functions for him. So we cannot fault the district court for failing to make any further findings about Thaxton's alleged "role as a caregiver."

To be sure, as the Georgia appellate court stated, Felts was not required to prove "exactly how Thaxton may have unduly influenced Silvian," and there was "sufficient evidence to create a jury question as to whether Thaxton and Silvian had a confidential relationship." *Felts*, 894 S.E.2d at 631. But the district court, acting as factfinder, was entitled to credit Thaxton's testimony about her conduct and communications with Silvian. And based on that testimony, the court reasonably could have found that the evidence reflected no more than that Silvian "placed a general trust and con-

fidence in the primary beneficiary,” which is not sufficient to trigger the presumption of undue influence. *White*, 561 S.E.2d at 808; *see* O.C.G.A. § 23-2-58. That the district court could have found the other way does not establish clear error or a failure to apply the correct legal principles. *See Engelhard Corp.*, 126 F.3d at 1305.

Nor do we see error in the district court’s other findings on undue influence. Felts maintains that the court erred by “focusing solely on whether Silvian had capacity on the specific date of the beneficiary change.” But that claim is contradicted by a fair reading of the court’s order.

While the district court acknowledged Felts’s argument that Silvian “had diminished capacity and was thus more susceptible to undue influence,” it also found that, at the time of the beneficiary change, Silvian was a “strong-willed person” who “was not easily manipulated.” The record supports that finding.

Despite the evidence of Silvian’s health and mental infirmities leading up to the beneficiary change, the court credited testimony from Silvian’s doctor that on March 16, 2017, the date of the beneficiary change, Silvian appeared to have returned to his psychological “baseline,” which meant that while he still had underlying depression, he was experiencing no acute psychological conditions that affected his mental capacity to understand and communicate. And there is no evidence of such conditions from that time until at least October 2017, when Silvian was noted to have had confusion due to a urinary-tract infection. For these reasons, Felts has not shown that the district court erred by failing to address in

more detail the evidence of Silvian's health and mental infirmities leading up to the beneficiary change.¹

Plus, the record supports the district court's finding that Felts did not prove "the exercise of undue influence on the mind and will" of Silvian by Thaxton. *Dyer*, 528 S.E.2d at 244. It's true that Silvian knew Thaxton for less than three weeks when he made the beneficiary change, and that he was in a vulnerable position. Indeed, the court recognized that Thaxton "had the opportunity to influence Silvian."

But the district court credited Thaxton's testimony that she did not suggest, request, or encourage Silvian to make her the beneficiary of the Annuity, and that she suggested he make one of his family members or the animal shelter the beneficiary instead of her. The court also noted the lack of other evidence that Thaxton participated in managing or exercising control over Silvian's financial affairs. And the court reasoned that the change in beneficiary was not unnatural, since Silvian was depressed and lonely, with no family or close friends nearby, and he appreciated Thaxton's visits and "friendship-based companionship."

¹ In its order, in a section discussing "mental capacity," the district court cited a "cognitive evaluation conducted upon [Silvian's] arrival at Arbor Terrace," which "demonstrate[d] that his cognitive functioning was well within the normal range." As Felts points out, however, it appears Silvian's first cognitive evaluation at Arbor Terrace occurred on May 30, 2017, three months after his admission, even if some limited assessments took place earlier. But even assuming the court erred on this point, this minor factual error does not undermine the court's broader findings or analysis.

Felts takes issue with the district court’s finding that Silvian “received great enjoyment the last year of his life” from Thaxton’s companionship and that it was “not shocking that he would want to benefit her financially.” She argues that later actions cannot retroactively explain Silvian’s decision to change the Annuity beneficiary in March 2017. Yet as Thaxton argued below, it’s plausible to infer that Silvian hoped to entice Thaxton to stick around because he liked her company. And under the court’s findings, which are supported by the record, Silvian fully appreciated the consequences of the beneficiary change at the time he made it, and presumably could have altered that decision in the ensuing months. We cannot say that the court’s finding on this point was clearly erroneous or that it otherwise calls into question the court’s understanding of the facts or the law.

In sum, while Felts identifies contrary evidence, she has not shown that the district court clearly erred in finding that Thaxton did not unduly influence the Annuity beneficiary change. We also reject her arguments that the court made findings based on an erroneous view of the applicable legal standards. We therefore affirm the judgment of the district court.

AFFIRMED.