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IDENTIFICATION REFERENCE

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TENNESSEE REGISTER
REGISTRATION

LAST WILL

OF

JEFF GRAY BROWN

BOOK 7206 PAGE 308

I, JEFF GRAY BROWN, now domiciled in Davidson County, Tennessee, declare this to be my Last Will and Testament, hereby revoking all prior wills and codicils made by me.

1. FAMILY

1.1. All references in this Will to "my spouse" relate to my wife, Marie Wall Brown.

1.2. All references in this Will to "child" or "son" shall relate to my son, Robert Gray Brown.

2. APPOINTMENT OF FIDUCIARIES

2.1. I appoint my spouse and my son Co-Executors of my estate; but if either of them should predecease me, or fail or cease to serve for any reason, I then direct that the other shall act as my sole Executor.

2.2. Any reference in this Will to "Executor" shall include all persons then serving as my Executor.

2.3. I direct that no bond or other security shall be required of any Executor serving hereunder for the faithful performance of the duties of any such Executor.

2.4. If the appointment of an Executor or Co-Executor of my estate is necessary or desirable for an ancillary administration in any state, then my primary Executor shall appoint an Executor or Co-Executor in that jurisdiction, to have all the powers and discretion with respect to my estate in that jurisdiction during administration that my primary Executor is given with respect to the balance of my estate, said powers and discretion to be exercised without the necessity of any court order.

3. PAYMENT OF DEBTS AND EXPENSES

3.1. I direct that all of my just debts, funeral expenses, final medical expenses, and the costs of administration of my estate be paid as soon after my death as practicable. My Executor shall have the discretion to pay during administration of my estate those of my debts which have not matured at the date of my death and which do not mature on account of my death. My Executor shall have the discretion to use all or any portion of the proceeds of any insurance on my life payable to my Executor or my estate for the payment of any debts, expenses and taxes described herein to the extent my Executor deems such use to be in the best interests of the beneficiaries of my estate. I further direct that all such debts

Jeff Gray Brown

[redacted]

and expenses, and all estate, inheritance, or succession taxes upon my estate, and all taxes occasioned by my death, be paid out of the residue of my estate, so that other beneficiaries under my Will shall not be charged with any part of such debts, expenses and taxes, except that the amount, if any, by which said taxes are increased as a result of the inclusion of property over which I have a general power of appointment, shall be paid from said property.

4. SPECIFIC GIFTS

4.1. I give to my son, if he survives me, the following property, outright and in fee:

(a) Any and all interest which I may own in the real property, and the improvements thereon, commonly known as 711 Prescott Court, Nashville, Davdison County, Tennessee.

(b) All stock which I may own at the time of my death in Equifax Services, Inc.

(c) All certificates of deposit owned by me at the time of my death which become a part of my estate, provided that such certificates of deposits shall be used to pay my debts, taxes, and expenses of estate administration, as provided in the previous Article 3, if there is not enough other cash on hand to pay such debts, taxes, and expenses.

(d) All guns which I own at the time of my death.

(e) One-half of the stock owned by me at my death in Service Merchandise Company.

(f) My picture of the Brown residence.

(g) My grandfather clock.

4.2. I give to my spouse, if she survives me, the following property, outright and in fee:

(a) Any proceeds from my pension from Equifax Services, Inc., currently being paid by New England Life Insurance Company.

(b) The promissory notes executed by Mark Bentley, payable to me, and secured by a Deed of Trust to 89 acres of real property in Hickman County, Tennessee.

(c) All Individual Retirement Accounts which pass as part of my estate under this Will.

(d) All other articles of personal use, jewelry, household goods and furnishings, automobiles, and all other tangible personal property belonging to me at the time of my death, including policies of insurance on these articles, except that any cash on hand or on deposit shall pass as a part of that article of my Will entitled "Residuary Property."

4.3. Any articles which are not desired by the beneficiary entitled to them may be sold or otherwise disposed of by my Executor as my Executor deems advisable and in the best interests of the beneficiaries of my estate. If these articles are sold, the sale proceeds shall be distributed as a part of the residue of my estate.

5. RESIDUARY PROPERTY

5.1. All of the residue of the property which I may own at the time of my death, of whatever nature and wherever located, I give in equal shares to my spouse and my son if they both survive me, or otherwise to the survivor of them, outright and in fee.

5.2. If none of the beneficiaries named herein survive me, I give said residue, outright and in fee, to those persons and in such shares as would have taken personal property owned by me had I died intestate in the State of Tennessee at that time.

6. POWERS AND DUTIES OF EXECUTOR

6.1. I authorize my Executor, including any substitute or successor, in the exercise of a reasonable discretion with respect to all property, real and personal at any time forming part of my estate, to exercise any or all of the powers set forth in Section 3 of Chapter 110 of the 1963 Public Acts of the Tennessee General Assembly (presently codified in Tennessee Code Annotated Section 35-618) to the extent applicable and except as modified in my Will all of which provisions and powers are incorporated by reference as fully as if copied verbatim. These powers (as set out in the said Public Act on the date of the execution of this Will) are granted, notwithstanding that, at the time of my death, the said statute may have been amended or repealed; and notwithstanding that my estate may be probated in, or the assets of my estate may be removed to, a situs other than Tennessee.

6.2. To the extent I may lawfully do so, I direct that my Executor shall not be required to make any inventory or appraisal of the assets of my estate, nor to file any accountings or reports with any court.

6.3. The decision of my Executor as to which assets shall be distributed in satisfaction of the gifts set out in this Will, as to whether my estate shall be valued under the optional provisions of the federal or state tax laws, as to what elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of federal or state death taxes, shall be conclusive and binding on all persons.

6.4. During the period of administration of my estate, my Executor is authorized to make distributions of all or any portion of the income of the estate to such person or persons, and in the same manner, as might be made hereunder if such administration were completed.

6.5. My Executor is authorized to make any election permitted by any tax law, including the filing of joint returns, and the consenting to have gifts made by my spouse treated as if made partially by me, if in the opinion of my Executor such election is in the combined best interests of my estate and the beneficiaries thereof. My Executor is authorized to make or refrain from making such elections or adjustments, as my Executor may deem equitable and just under all the circumstances.

TESTIMONIUM

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will, consisting of this and three (3) preceding typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing my Will at my request on this 20 day of Sept, 1984, at Nashville, Tennessee.

JEFF GRAY BROWN

ATTESTATION

The foregoing instrument, consisting of this and three (3) preceding typewritten pages, was signed, sealed, published, and declared in our presence by JEFF GRAY BROWN, the Testator, to be his Last Will; and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses on the day and year above written.

WITNESS	ADDRESS
	Brentwood Tenn.
	NASHVILLE, TN

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned persons, being duly sworn, depose and say:

The foregoing Will was signed, published and declared in our presence on the 20th day of September 1984, at Nashville, Davidson County, Tennessee, by JEFF GRAY BROWN (hereinafter called the "Testator"), who declared said instrument to be his Will.

Each of us then signed his name as a witness at the end of said Will at the request of the Testator and in his presence and in the presence of each other.

The Testator was not less than eighteen years of age at the time the Will was executed, and, to the best of our knowledge, was of sound mind, and was not under any restraint or in any respect incompetent to make a will.

Each of us was acquainted with the Testator at such time and make this affidavit at his request.

The foregoing Will was shown to us at the time this affidavit was made and each of us examined it and verified the signatures of the Testator and of each of us.

Several subscribed and sworn to before me this 20th day of September, 1984.

NOTARY PUBLIC

My Commission Expires: April 20, 1986

BILL COVINGTON
COUNTY CLERK
700 SECOND AVENUE SOUTH
NASHVILLE, TENNESSEE 37210

STATE OF TENNESSEE, DAVIDSON COUNTY

#76494

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I, BILL COVINGTON, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of Last Will & Testament In Re: Jeff Gray Brown, Probated May 20, 1985, recorded in Will Book 298, Page 723

which remains of record on file in said office.

Given under my hand and official seal, at office, in Nashville, this 16th *day of* April *19* 87

DAVIDSON COUNTY TENNESSEE

Clerk of Probate Court.

By *Deputy Clerk.*