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RICHARD R. ROOKER, CLERK
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Davidson County WILL
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LAST WILL AND TESTAMENT

OF

JEANETTE ROSE BROWN

Dated: 3-20, 2002

Prepared by:

Blackburn & McCune, P.C.
201 Fourth Avenue North, Suite 1700
Nashville, Tennessee 37219
615.254.7770

LAST WILL AND TESTAMENT

OF

JEANETTE ROSE BROWN

I, Jeanette Rose Brown, a resident of and domiciled in the State of Tennessee, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me.

FIRST: I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such property.

SECOND: I give and bequeath to my husband Bobby Joe Brown nothing from my estate. All provisions of this will, including without limitation any provisions which may refer to persons taking by intestacy, shall be construed to effectuate such disinheritance of my husband. I authorize my Executor to give to my husband such cash or property, outright or in trust, as my Executor may deem appropriate for the sole purpose of minimizing the effect of any right of election or similar statutory right to any portion of my estate which my husband may have under the laws of any jurisdiction.

THIRD: I give, devise and bequeath all the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), as follows:

(a) To those of my children Lisa Ann Tanksley and Terri Lynn Sullivan who survive me and to the issue who survive me of those of my children who shall not survive me, in equal shares per stirpes.

(b) If no issue of mine survives me, I give, devise and bequeath my residuary estate to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of my residuary estate, and a resident of the State of Tennessee.

FOURTH: If any property of my estate vests in absolute ownership in a minor or incompetent, my Executor, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary under

any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides. Evidence of any such distribution or the receipt therefor executed by the person to whom the distribution is made shall be a full discharge of my Executor from any liability with respect thereto, even though my Executor may be such person. If such beneficiary is a minor, my Executor may defer the distribution of the whole or any part of such property until the beneficiary attains the age of eighteen (18) years, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article SIXTH hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

FIFTH: I appoint my daughter Lisa Ann Tanksley to be my Executor. If my daughter Lisa Ann Tanksley shall fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Executor, I appoint my daughter Terry Lynn Sullivan as my Executor. I direct that no Executor shall be required to file or furnish any bond, surety or other security in any jurisdiction. No Executor shall be required to file or furnish any inventory or to file or furnish any account of their proceedings or of the property which may come into their possession. Nothing herein, however, shall be construed as limiting the right of my Executor to seek a judicial settlement of any account.

SIXTH: I grant to my Executor all powers conferred on executors under Tennessee Code Annotated Section 35-50-110, as amended, or any successor thereto, and all powers conferred upon executors wherever my Executor may act. I also grant to my Executor power to retain, sell at public or private sale, exchange, grant options on, invest and reinvest, and otherwise deal with any kind of property, real or personal, for cash or on credit; to borrow money and encumber or pledge any property to secure loans; to divide and distribute property in cash or in kind; to exercise all powers of an absolute owner of property; to compromise and release claims with or without consideration; and to employ attorneys, accountants and other persons for services or advice. The term "Executor" wherever used herein shall mean the executors, executor, executrix or administrator in office from time to time.

SEVENTH: I direct that for purposes of this will a beneficiary shall be deemed to predecease me unless such beneficiary survives me by more than thirty days.

IN WITNESS WHEREOF, I, **Jeanette Rose Brown**, sign my name and publish and declare this instrument as my last will and testament this 20 day of March, 2002.

Jeanette Rose Brown
Jeanette Rose Brown

WITNESSES

The foregoing instrument was signed, published and declared by **Jeanette Rose Brown**, the above-named Testatrix, to be her last will and testament in our presence, all being present at the same time, and we, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on the date above written.

Grace Lawson
Witness

residing at

Union Planters

Davidson County

Witness

residing at

Union Planters

Davidson County

AFFIDAVIT

STATE OF TENNESSEE, COUNTY OF Davidson, ss.

We, Gracie Lawson and Scott Nacy, the undersigned, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix, **Jeanette Rose Brown**, signed and executed said instrument as her last will and testament in the presence and hearing of the witnesses, and that she had signed willingly, and that she executed it as her free and voluntary act and deed for the purposes therein expressed, and that each of the witnesses at the request of the Testatrix, in the presence and hearing of the Testatrix and each other, signed the will as witness, and that to the best of his or her knowledge the Testatrix was at the time at least eighteen years of age, of sound mind and under no constraint, duress, fraud or undue influence.

Gracie Lawson
Witness

Scott Nacy
Witness

Subscribed, sworn to and acknowledged before me by the said **Jeanette Rose Brown**, Testatrix, and subscribed and sworn to before me by the said Gracie Lawson and Scott Nacy as witnesses, this 20 day of March, 2002.

Charlotte Johnson
Notary Public
My Commission Expires OCT. 25, 2003
My commission expires on _____

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 Order heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 24 day of MAY , 2002 , in the Case Number 02P809 between TANKSLEY, LISA ANN Petitioner, and BROWN, JEANETTE ROSE ET.AL Respondent, as same remains of record in Vol. 4038 , Page 744895 of 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 07 day of FEBRUARY in the year two thousand three and in the 226th year of American Independence.

SEAL

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk