Davidson County AFFIDAVIT
Recvd: 05/19/08 14:31 11 p
Fees:57.00 Taxes:0.00
20080519-0051334

This Instrument Prepared By:
Ingraham & Pautienus, Attorneys at Law
404 James Robertson Parkway, Suite 2100
Nashville, Tennessee 37219

This instrument was prepared without the benefit of a title search and was prepared with the description of the property as furnished by the parties. The preparer of this instrument assumes no liability whatsoever either for the accuracy of the legal description or the status of the title to the property.

Addresses New Owners:	***Send Tax Bills To:***	***Map-Parcel:***
Joseph Grady Warner 236 Manzano Road Madison, Tennessee 37115	Joseph Grady Warner 236 Manzano Road Madison, Tennessee 37115	052-04-082.00
James Brandon Bracey 2035 Gardendale Drive Murfreesboro, Tennessee 37130		

AFFIDAVIT OF OWNERSHIP

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, Joseph Grady Warner and James Brandon Bracey, the undersigned, being duly sworn, depose and say that Mary Ann Murphy Bracey was a resident of Davidson County, Tennessee, who died on July 28, 2006, as evidenced by a copy of her death certificate (attached as Exhibit A). Mary Ann Murphy Bracey held interest in the following described real estate:

> Land in Davidson County, Tennessee, being Lot No. 55 on the Plan of Arrowhead Estates, Section 2, as of record in Book 5050, page 83, said Register's Office.
>
> Said Lot No. 55 fronts 65 feet on the Southerly side of Manzano Road and extends back 131.86 feet on the Easterly line and 132.27 feet on the Westerly line to a dead line measuring 69.85 feet thereon.
>
> BEING the same property conveyed by Demettera Hall to Mary Ann Bracey by Warranty Deed of record, Instrument Number 20060620-0073368, Register's Office Davidson County, Tennessee.
>
> This improved property being located at 236 Manzano Road, Madison, Tennessee 37115.

This property has vested in the undersigned, Joseph Grady Warner and James Brandon Bracey, in accordance with Tenn. Code Ann. §31-2-103 and pursuant to the decedent's Last Will and Testament filed of record in the Seventh Circuit Court of Davidson County, Tennessee, Probate Division, Docket Number 08P-27 (attached as Exhibit B). In accordance with said Last Will and Testament, the undersigned each receive a fifty percent (50%) tenants in common interest in the real estate described above.

There are no debts or encumbrances remaining that are or might become a lien on the interest in the described real estate.

FURTHER THE AFFIANTS SAITH NOT.

Dated this 15th day of May, 2008.

Joseph Warner
JOSEPH GRADY WARNER

Brandon Bracey
JAMES BRANDON BRACEY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named JOSEPH GRADY WARNER, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal this 15 day of May, 2008.

Kathy Gregory
NOTARY PUBLIC

KATHY GREGORY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY My Commission Expires May 22, 2010

My Commission Expires: May 22, 2010

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named JAMES BRANDON BRACEY, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal this 15 day of May, 2008.

Kathy Gregory
NOTARY PUBLIC

KATHY GREGORY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY My Commission Expires May 22, 2010

My Commission Expires: May 22, 2010

TYPE/PRINT IN PERMANENT BLACK INK FOR INSTRUCTIONS SEE HANDBOOK

TENNESSEE DEPARTMENT OF HEALTH
CERTIFICATE OF DEATH

STATE FILE NUMBER

DECEDENT

1. DECEDENT'S NAME (First, Middle, Last): Mary Ann Bracey
2. SEX: Female
3. DATE OF DEATH (Month, Day, Year): July 28, 2006
4. SOCIAL SECURITY NUMBER (of Deceased): [redacted]-7857
5a. AGE-LAST BIRTHDAY (Years): 48
5b. UNDER 1 YEAR: MOS. / DAYS
5c. UNDER 1 DAY: HOURS / MIN.
6. DATE OF BIRTH (Month, Day, Year): June 16 1958
7. BIRTHPLACE (City and State or Foreign Country): Nashville, TN
8. WAS DECEDENT EVER IN U.S. ARMED FORCES? 1 [ ] Yes 2 [X] No
9a. PLACE OF DEATH (Check only one): HOSPITAL: 1 [ ] Inpatient 2 [ ] ER/Outpatient 3 [ ] DOA; OTHER: 4 [ ] Nursing Home 5 [X] Residence 6 [ ] Other (Specify)
9b. FACILITY NAME (If not institution, give street and number): 236 Manzano Road
9c. CITY, TOWN, OR LOCATION OF DEATH: Madison
9d. COUNTY OF DEATH: Davidson
10. MARITAL STATUS-Married, Never Married, Widowed, Divorced (Specify): Widowed
11. SURVIVING SPOUSE (If wife, give maiden name):
12a. DECEDENT'S USUAL OCCUPATION (Give kind of work done during most of working life. Do not use retired.): Housewife
12b. KIND OF BUSINESS/INDUSTRY: Homemaker
13a. RESIDENCE-STATE: TN
13b. COUNTY: Davidson
13c. CITY, TOWN OR LOCATION: Madison
13d. STREET AND NUMBER OR RURAL LOCATION: 236 Manzano Road
CENSUS TRACT
13e. INSIDE CITY LIMITS? 1 [XX] Yes 2 [ ] No
13f. ZIP CODE: 37115
14. WAS DECEDENT OF HISPANIC ORIGIN? (Specify Yes or No-If yes, specify Cuban, Mexican, Puerto Rican, etc.) [ ] Yes [XX] No
Specify, if yes:
15. RACE-American Indian, Black, White, etc. (Specify): White
16. DECEDENT'S EDUCATION (Specify only highest grade completed): Elementary/Secondary (0-12): 12; College (1-4 or 5+):

NAME OF DECEDENT: For use by physician or institution

PARENTS

17. FATHER'S NAME (First, Middle, Last): Joseph G. Murphy
18. MOTHER'S NAME (First, Middle, Maiden Surname): Crongia Ann Gross

INFORMANT

19a. INFORMANT'S NAME (Type/Print): Joe Warner
19b. RELATIONSHIP TO DECEASED: Son
19c. MAILING ADDRESS (Street and Number or Rural Route Number, City or Town, State, Zip Code): 337 Harris St, Madison, TN

DISPOSITION

20a. METHOD OF DISPOSITION: 1 [ ] Burial 2 [XX] Cremation 3 [ ] Removal from State 4 [ ] Donation 5 [ ] Other (Specify)
20b. PLACE OF DISPOSITION (Name of cemetery, crematory, or other place): Music City Crematory
20c. LOCATION-City or Town, State: Nashvillle, TN
21a. SIGNATURE OF FUNERAL DIRECTOR: [signature]
21b. LICENSE NUMBER OF FUNERAL DIRECTOR: 5904
21c. SIGNATURE OF EMBALMER: NA
21d. LICENSE NUMBER OF EMBALMER:
22a. NAME AND ADDRESS OF FUNERAL HOME: Madison Funeral Home, 219 E Old Hickory Blvd, Madison, TN 37115
22b. LICENSE NUMBER OF FUNERAL HOME: 690

REGISTRAR

23. REGISTRAR'S SIGNATURE:
24. DATE FILED (Month, Day, Year):

CERTIFIER

25a. PHYSICIAN - To the best of my knowledge, death occurred at the date and place, and due to the cause(s) and manner as stated.
1 [ ] SIGNATURE AND TITLE OF PHYSICIAN
25b. LICENSE NUMBER:
25c. DATE SIGNED (Month, Day, Year):

26a. MEDICAL EXAMINER - On the basis of examination and/or investigation, in my opinion, death occurred at the date and place, and due to the cause(s) and manner as stated.
2 [X] SIGNATURE AND TITLE OF MEDICAL EXAMINER: [signature] MD
26b. LICENSE NUMBER: 28369
26c. DATE SIGNED (Month, Day, Year): 07/29/2006

PHYSICIAN OR MEDICAL EXAMINER EXECUTING CERTIFICATE MUST COMPLETE AND SIGN MEDICAL CERTIFICATION WITHIN 48 HOURS.

27. NAME AND ADDRESS OF CERTIFIER (PHYSICIAN OR MEDICAL EXAMINER) (Type/Print): Thomas Deering, M.D.; 850 R.S. Gass Blvd., Nashville, TN 37216; MEC06-2590

SEE INSTRUCTIONS ON OTHER SIDE

CAUSE OF DEATH

28. PART I. Enter the diseases, injuries, or complications that caused the death. Do not enter the mode of dying, such as cardiac or respiratory arrest, shock, or heart failure. List only one cause on each line.

		Approximate Interval Between Onset and Death
IMMEDIATE CAUSE (Final disease or condition resulting in death) →	a. Pending further studies	
	DUE TO (OR AS A CONSEQUENCE OF):	
Sequentially list conditions, if any, leading to immediate cause. Enter UNDERLYING CAUSE (Disease or injury that initiated events resulting in death) LAST	b.	
	DUE TO (OR AS A CONSEQUENCE OF):	
	c.	
	DUE TO (OR AS A CONSEQUENCE OF):	
	d.	

PART II. Other significant conditions contributing to death but not resulting in the underlying cause given in Part I.

29a. WAS AN AUTOPSY PERFORMED? 1 [ ] Yes 2 [X] No
29b. WERE AUTOPSY FINDINGS AVAILABLE PRIOR TO COMPLETION OF CAUSE OF DEATH? 1 [ ] Yes 2 [ ] No

30. MANNER OF DEATH: 1 [ ] Natural 2 [ ] Accident 3 [ ] Suicide 4 [ ] Homicide 5 [X] Pending Investigation 6 [ ] Could not be Determined
31a. DATE OF INJURY (Month, Day, Year):
31b. TIME OF INJURY: M
31c. INJURY AT WORK? 1 [ ] Yes 2 [ ] No
31d. DESCRIBE HOW INJURY OCCURRED:
31e. PLACE OF INJURY-At home, farm, street, factory, office building, etc. (Specify):
31f. LOCATION (Street and Number or Rural Route Number, City or Town, State):

PH-1659 (REV. 6/99)

BIRTH NO.

RDA 1399

- Exhibit A -

LAST WILL AND TESTAMENT
OF MARY ANN MURPHY BRACEY

I, MARY ANN MURPHY BRACEY, presently residing at 516 Vantrease Road, Madison, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this to be my Last Will and Testament, hereby expressly revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I
FAMILY

My Spouse is JAMES THURSTON BRACEY. Any reference to my Spouse refers to him. My child who is not from this marriage is JOSEPH GRADY WARNER. Any reference to my child will refer to this child. My stepchild is JAMES BRANDON BRACEY. Any reference to my stepchild will refer to this child.

In addition, I deliberately make no provision in my will for PAM SHARBER and PAM SHARBER's descendants, for reasons personal to me, except as provided in Article VI. Any reference in this document to "heirs at law" or "descendants" does not refer to these people.

In addition, I deliberately make no provision in my Will for SARAH BRACEY and ANGELA BRACEY and their descendants, for reasons personal to me. Any reference in this document to "heirs at law" or "descendants" does not refer to these people.

ARTICLE II
CLAIMS AND TAXES

I direct my Executor to pay out of my residuary estate the following:

Section 1. The expenses of my last illness, administration expenses, all legally enforceable creditor claims.

Section 2. All Federal estate taxes, state inheritance taxes and all other governmental charges imposed by reason of my death, without seeking reimbursement from or charging any person for any part of the taxes and charges paid.

Section 3. If necessary, reasonable funeral expenses, including the cost, if any, of a suitable marker for my grave, without the necessity of an order of court approving such expense.

ARTICLE III
EXECUTOR

I name my Spouse as my Executor. If my Spouse is unwilling or unable to act, then I name my stepson, JAMES BRANDON BRACEY, and my son, JOSEPH GRADY WARNER, to act as my Co-Executors. If either JAMES BRANDON BRACEY or JOSEPH GRADY WARNER is unable or unwilling to act, then I name the other to act as my Executor. If neither JAMES BRANDON BRACEY nor JOSEPH GRADY WARNER is willing or able to act, then I name my Spouse's brother, PRESLEY STEVENSON BRACEY, and my cousin, PEGGY KNOWLES, to act as my Co-Executors. If either PRESLEY STEVENSON BRACEY or PEGGY KNOWLES is unwilling or unable to act, then I name the other to act as my Executor. To the extent permitted by law, the Executors shall serve without bond.

ARTICLE IV
PERSONAL PROPERTY BEQUESTS

Section 1. If my Spouse fails to survive me, then I give all my Spouse's jewelry to JAMES BRANDON BRACEY if JAMES BRANDON BRACEY survives me. If JAMES BRANDON BRACEY

fails to survive me, then I give this bequest to JAMES BRANDON BRACEY's issue by right of representation. Provided that, if the beneficiary has not reached the age of majority, then this gift shall be delivered to the parents or legal representative of the beneficiary. Receipt of the parents or legal representative shall constitute a complete and final discharge of the Executor's duties.

Section 2. If my Spouse fails to survive me, then I give all my jewelry to JOSEPH GRADY WARNER if JOSEPH GRADY WARNER survives me. If JOSEPH GRADY WARNER fails to survive me, then I give this bequest to JOSEPH GRADY WARNER's issue by right of representation. Provided that, if the beneficiary has not reached the age of majority, then this gift shall be delivered to the parents or legal representative of the beneficiary. Receipt of the parents or legal representative shall constitute a complete and final discharge of the Executor's duties.

Section 3. I give my miniature Doberman dog, Shorty, to JOSEPH GRADY WARNER if JOSEPH GRADY WARNER survives me. If JOSEPH GRADY WARNER fails to survive me, then I give this bequest to JOSEPH GRADY WARNER's issue by right of representation. Provided that, if the beneficiary has not reached the age of majority, then this gift shall be delivered to the parents or legal representative of the beneficiary. Receipt of the parents or legal representative shall constitute a complete and final discharge of the Executor's duties.

ARTICLE V
TANGIBLE PERSONAL PROPERTY

Unless otherwise specifically provided, my Executor shall deliver all remaining tangible personal property to my Spouse. "Tangible personal property" means personal property (not primarily used in a business), such as boats, books, china, clothing, furnishings, furniture, glass, household items, jewelry, lawn and garden equipment, motor vehicles, personal effects, pictures, recreational items, rugs, silver, works of art, and any other similar items, and includes any insurance on those assets. My Executor shall determine which items are within this definition, and the determination shall bind all persons.

ARTICLE VI
DISTRIBUTION OF RESIDUE

Section 1. I direct that the residue of my estate be given to my Spouse, if my Spouse survives me.

Section 2. If my Spouse fails to survive me, I give the residue of my estate to the persons named below in accordance with the stated percentages. If any devise shall lapse, the devise shall be distributed proportionately to the other devisees named below:

a. Fifty percent (50%) to my stepson, JAMES BRANDON BRACEY, or if he fails to survive me, to his issue by right of representation, or if no issue of JAMES BRANDON BRACEY survives me, then to my Spouse's daughter, PAM SHARBER, or if she fails to survive me, to her issue by right of representation.

b. Fifty percent (50%) to my son, JOSEPH GRADY WARNER, or if he fails to survive me, to his issue by right of representation, or if no issue of JOSEPH GRADY WARNER survives me, then to my nephew, JOEY MURPHEY, or if he fails to survive me, to his issue by right of representation.

Section 3. Provided that if either my child or my stepchild predeceases me leaving children entitled to share in my estate, as provided in the previous section, and any of those beneficiaries has not reached the age of twenty-one (21) at my death, then the share of each such beneficiary shall be distributed to my Trustee and administered in accordance with the provisions of the Article entitled "Trust for Grandchildren."

Initials: 

ARTICLE VII
TRUST FOR GRANDCHILDREN

In administering the Trust provided for my grandchildren, my Trustee shall maintain and distribute the Trust assets as follows:

(a) Shares. The Trustee shall maintain my grandchildren's shares of the residue of my estate in separate Trusts for each grandchild. When a grandchild reaches the age of twenty-one (21) the Trustee shall immediately distribute to such grandchild his or her separate Trust.

(b) Income Before Age 21. Before the grandchild attains the age of twenty one (21) years, Trustee, in its discretion, shall pay to or use for the benefit of the grandchild all or any part of net income. In exercising its discretion, Trustee shall consult with and be guided by the guardian of the grandchild, if any, but Trustee shall make the final decision. Trustee shall add income to principal, at Trustee's discretion.

(c) Principal. Trustee shall pay to or for the benefit of the grandchild those portions of principal that Trustee determines necessary for the reasonable health care, education, support and maintenance of the grandchild. Reasonable support and maintenance includes, but is not limited to, obtaining a residence or becoming established or remaining in a business or profession.

(d) Residue. When a grandchild attains the age of twenty-one (21) years, Trustee shall distribute all remaining assets to said child free from trust.

(e) Death of Grandchild. If a grandchild should die while this Trust is being held, then the Trust shall terminate and shall be distributed in accordance with the Article of my Will entitled "Distribution of Residue," provided, however, that the persons entitled to take property shall be determined as if I had died on the date of said grandchild's death.

(f) Notwithstanding any other provisions in this Will, the Trust administered under this Will shall terminate not later than ninety (90) years after the date of my death. At that time, the property held in Trust shall be discharged of any Trust, and shall immediately vest in and be distributed to the living beneficiaries of the Trust.

(g) A beneficiary's interest in any Trust administered under this will shall not be subject to assignment, alienation, pledge, attachment or claims of the spouse or creditors of the person having the interest.

ARTICLE VIII
TRUSTEE'S POWERS

My Trustee shall have the following powers and duties:

Section 1. It is my intention that the Trustee's powers to conserve, protect, manage and invest property of the Trust shall be the same as I possess in the management of my own affairs, notwithstanding the provisions of any law now in existence or later enacted pertaining to powers which may be properly exercised by fiduciaries.

Section 2. Without limiting the broad scope of the powers intended by this Article, I grant the Trustee the following specific powers:

(a) To hold and retain all or any part of the Trust property in the form first received by the Trustee.

(b) To sell or otherwise dispose of any Trust property, real or personal, in any manner and upon any terms that the Trustee determines to be in the best interests of all persons having vested beneficial interest in the Trust estate.

(c) To invest and reinvest in any kind of property, either real or personal.

(d) To trade options on any recognized option exchange.

Initials: 

(e) To join in any reorganization, readjustment, merger, consolidation, exchange, voting Trust or any other act of any corporation whose securities form part of the Trust, and to do all things required of a security holder in order to participate in such action.

(f) To exercise all rights with respect to any property of the Trust, including land, air and mineral rights, which could be exercised by an owner of such property, and to enter into any agreement with respect to any property of the Trust, whether or not the term of such agreement may exceed the term or probable term of the Trust.

(g) To carry insurance of any kind and in any amount, including liability coverage and title insurance, at the expense of the Trust.

(h) To borrow money from any source, including a Corporate Trustee or any of its affiliates, and to secure payment of such debt by the pledge or mortgage of any property of the Trust.

(i) To collect, enforce, compromise or submit to arbitration claims or demands in favor of or against the Trust.

(j) To hold securities or other property in the name of the Trustee or in the name of a nominee or nominees of the Trustee, or to hold securities unregistered in such condition that ownership will pass by delivery.

(k) To make distributions, divisions, and allocations of property in cash or in kind, or partly in each, and to resolve doubtful questions as to the value of property for such purposes.

(l) To make determinations as to the allocation of receipts and the apportionment of expenditures between income and principal. The Trustee shall not be required to follow any provision of law regarding such determinations.

(m) To employ, at the expense of the Trust, attorneys, accountants, agents, custodians, managers and such other persons as the Trustee determines necessary in the proper administration of the Trust.

(n) To make distributions of income and of principal to or for the benefit of the beneficiaries of such distributions directly to such beneficiaries, to persons legally appointed to act for such beneficiaries or to any other persons who may have the actual care and custody of such beneficiaries for the support and education of such beneficiaries. The Trustee shall be under no duty to see the application of such distributions.

(o) To determine the identity of all persons having a vested or non-vested beneficial interest in the Trust, with or without legal proceedings.

(p) To exercise such elections or options permitted under tax law as the Trustee determines to be in the best interests of all persons having a vested beneficial interest in the Trust.

(q) My Trustee may make loans from the Trust estate, with or without security or interest, to my Executor in order to provide my Executor with necessary funds to conclude the administration of my estate.

Section 3. Any Trustee shall have the right to resign by delivery of written notice of such intention to the court having jurisdiction of the Trust, and such resignation shall take effect upon the appointment of a successor Trustee and the court's approval of the resigning Trustee's final accounting.

Section 4. If all of the persons named as Trustee or Successor Trustee in this document are unwilling or unable to act or to continue to act as Trustee, a successor Trustee shall be nominated by a majority of the income beneficiaries of all of the Trusts then being administered under this Will or their legal guardians acting in their behalf. If, upon resignation of a Trustee, a successor Trustee is not nominated by the income beneficiaries within sixty (60) days, the resigning Trustee shall nominate the successor Trustee.

Section 5. Whenever a Trustee ceases to act, the successor Trustee shall have all of the title, powers, rights, discretions, obligations and immunities of its predecessor Trustee.

Section 6. Any Trust may be terminated earlier than the time provided in this Will if my Trustee determines that such action would be in the best interest of my beneficiaries because of circumstances not known or contemplated during my lifetime. Such circumstances would include, but not be limited to, significant depletion of the Trust assets or changes in law which tend to negate the Trust purposes. Upon making this determination, the Trustee shall immediately distribute all of the Trust estate to my beneficiaries, or their issue as provided above. No person named to receive ultimate distribution of the principal, whether or not such right is vested, shall have any claim against such early distribution to other persons.

 Initials: MAB LS

Section 7. Provisions of this Trust for the use of income or principal for the support of a beneficiary shall include the expenditure of necessary amounts to provide a suitable residence (such residence may include my last residence), when in the Trustee's sole discretion, the beneficiary or beneficiary's Guardian cannot bear the financial burden of such provision.

Section 8. In exercising discretionary power to distribute income or principal to or for the benefit of a beneficiary, or to withhold such distributions, the Trustee shall consider the following:

(a) Allowance shall be made for all income or financial support which the Trustee knows to be available to such beneficiary from sources other than this Trust, including the legal responsibility of any person to furnish financial support to the beneficiary. The Trustee shall make a reasonable effort to determine whether or not such outside resources exist. However, the Trustee shall be entitled to rely upon any representations made by the beneficiary or others as to the existence of such outside resources and shall not be held liable for actions taken in good faith in reliance upon such representations.

(b) A beneficiary shall be deemed to be able to support himself or herself entirely if such beneficiary or the person legally responsible for furnishing his or her financial support is not, in the Trustee's judgment, prevented by age, health, school attendance, or some extraordinary circumstance from earning a suitable livelihood by full-time employment.

Section 9. The Trustee of the Trusts administered under this Will shall report at least annually to the income beneficiaries all the receipts and disbursements during the reporting period and assets then held in the Trust.

ARTICLE IX
APPOINTMENT OF TRUSTEE

I appoint JAMES BRANDON BRACEY to serve as Trustee of any Trust created in this Will for the benefit of the surviving issue of JOSEPH GRADY WARNER. I appoint PRESLEY STEVENSON BRACEY to serve as Trustee of any Trust created in this for the benefit of the surviving issue of JAMES BRANDON BRACEY. To the extent permitted by law, the Trustee shall serve without bond.

ARTICLE X
DISINHERITANCE

I have intentionally omitted to make provision in this Will for any future spouse which I might have.

ARTICLE XI
SURVIVORSHIP REQUIREMENT

Unless otherwise specifically provided, a beneficiary of my Will who fails to survive me by 30 days shall be deemed to have predeceased me and shall not share in my estate. The share of such beneficiary shall be distributed as directed by the provisions stated in my Will.

ARTICLE XII
AGREEMENT NOT TO REVOKE OR ALTER

At approximately the same time, my Spouse and I are executing Wills, in which each of us is the recipient of the other's Will to a greater or lesser extent, and otherwise providing for a similar disposition of property in our respective estates. This Will is made pursuant to a written agreement between JAMES THURSTON BRACEY and me, MARY ANN MURPHY BRACEY, dated 18th day of April, 2001, by which it was mutually agreed that each of us would execute a Will, leaving to the survivor all property, real and personal, of the party first to die, and furthered agreed that if I should fail to survive JAMES THURSTON BRACEY, then on my death, JAMES THURSTON BRACEY shall execute a Will, which shall not subsequently be revoked, bequeathing and devising one-half of his entire estate to JOSEPH GRADY WARNER or if JOSEPH GRADY WARNER should fail to survive JAMES THURSTON BRACEY, then to JOSEPH GRADY WARNER's issue by right of representation. Such Will shall also

 Initials: MAB

contain a provision that, in the event that JOSEPH GRADY WARNER and all of JOSEPH GRADY WARNER's issue be deceased on the date of JAMES THURSTON BRACEY's death, then one-half of JAMES THURSTON BRACEY's entire estate to JOEY MURPHEY, or if he fails to survive, to his issue by right of representation. In addition, we agreed that if JAMES THURSTON BRACEY should fail to survive me, then on the death of JAMES THURSTON BRACEY, I shall execute a Will, which shall not subsequently be revoked, bequeathing and devising one-half of my entire estate to JAMES BRANDON BRACEY or if JAMES BRANDON BRACEY should fail to survive me, then to JAMES BRANDON BRACEY's issue by right of representation. Such Will shall also contain a provision that, in the event that JAMES BRANDON BRACEY and all of JAMES BRANDON BRACEY's issue be deceased on the date of my death, then one-half of my entire estate to PAM SHARBER, or if she fails to survive me, to her issue by right of representation.

I covenant with JAMES THURSTON BRACEY to abide by this Agreement and also covenant not to make any will or codicil that would be inconsistent with this Agreement if I should survive JAMES THURSTON BRACEY, and agree that this, my Last Will and Testament, cannot be changed or varied without the consent in writing of JAMES THURSTON BRACEY.

In the event our marriage is annulled or we become divorced, the annulment or divorce will not revoke this Will or any of the dispositions of property made by this Will.

ARTICLE XIII
ADDITIONAL PROVISIONS

Section 1. I direct that my Will be interpreted under the laws of the State of Tennessee.

Section 2. Reference to Executor, Trustee and Guardian shall always refer to the parties then acting in those capacities, whether original or serving as successors.

Section 3. Paragraph headings are for convenience only; the content of the paragraph controls over the heading. Any reference to any party herein in whatever gender shall be deemed to mean the appropriate gender.

Section 4. To the extent permitted by applicable law, no fiduciary appointed herein shall be required to furnish bond, or file any inventory or accountings with any court.

ARTICLE XIV
POWERS AND DUTIES OF MY EXECUTOR

I authorize my Executor to do any of the following, if necessary, in the course of the administration of my estate:

(a) To make repairs or improvements to my property, as may be deemed necessary to preserve or enhance the value of my estate.

(b) To sell or convey any part of my estate whether real, personal or mixed (for cash or on credit) at a public or private sale.

(c) To borrow funds for use in estate administration if there are insufficient liquid assets in my estate.

(d) To employ persons, including attorneys, investment advisors, or other agents for assistance or advice, or not to employ such persons, as my Executor deems appropriate.

Initials: 

In addition, my Executor is authorized to perform any act which the applicable laws of the State of Tennessee, including those specifically enumerated in Section 35-50-110 Tennessee Code Annotated, authorize an executor or fiduciary to perform.

I sign this Will on the 15th day of April, 2001.

MARY ANN MURPHY BRACEY

STATEMENT OF WITNESSES

This document, consisting of 7 pages including this page, was signed by MARY ANN MURPHY BRACEY on the 18 day of April, 2001 as her Last Will and Testament in our presence. Further we have signed our names as witnesses at her request in each other's presence.

100 Town Center Parkway, P.O. Box 1797
Spring Hill, Tennessee 37174-1797

100 Town Center Parkway, P.O. Box 1797
Spring Hill, Tennessee 37174-1797

Initials: MAMB

AFFIDAVIT OF ATTESTING WITNESSES TO WILL

JANET WEINSTEIN and W. Faye Novelly having first been duly sworn according to law, do depose and say:

1. That we are adult citizens of the State of Tennessee.

2. That we witnessed the execution of the Last Will and Testament of MARY ANN MURPHY BRACEY, the Testatrix, dated the 16 day of April, 2001, to which paper writing this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with Tennessee code Annotated, Section 32-2-110.

3. That the Testatrix, in our common presence, sight and hearing, declared said paper writing to be, and signed same as and for, her Last Will and Testament.

4. That our signatures as witnesses are affixed to said Last Will and Testament; that we signed or affixed the same at the instance and request of the Testatrix and in her presence and in the presence of each other, at the place and on the date recited in said Last Will and Testament for the express purpose of attesting to her signature and act of execution.

5. That the Testatrix was, in the opinion of each of us, of sound mind and disposing memory at the time she executed said Last Will and Testament.

Janet Weinstein

W. Faye Novelly

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me this 18 day of April, 2001.

Jean A Jackson
Notary Public
My Commission Expires: 2-19-2002