Davidson County WILL
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RICHARD R. ROBERTS

LAST WILL AND TESTAMENT
OF
BARBARA J. BRASHEAR

I, Barbara J. Brashear, a resident of Davidson County, Tennessee, and being of sound mind and disposing memory, do hereby make, declare, and publish this to be my Last Will and Testament and revoke all prior Wills and codicils made by me at any time. B.C.

ARTICLE I
{Appointment of Executor}

1. I nominate and appoint my sons, Dennis R. Brashear and Donald Brashear, to serve as Co-Executors of this Will and of my estate. If my said son, Dennis R. Brashear, does not survive me or if he shall fail to qualify and serve as Executor hereunder for any reason, or, having qualified, shall resign or die, then my son, Donald Brashear, may serve alone as Executor of this Will and of my estate. If my said son, Donald Brashear, does not survive me or if he shall fail to qualify and serve as Executor hereunder for any reason, or, having qualified, shall resign or die, then my son, Dennis R. Brashear, may serve alone as Executor of this Will and of my estate. References in this Will to Co-Executors or Executor include the other and are references to whichever of the above and their duly appointed successors shall be serving in such capacity.

2. I direct that no bond shall be required of my Executor or of any successor or alternate fiduciary for the faithful performance of duties in such capacity.

ARTICLE II
{Estate Administration}

1. I direct my Executor to pay all my just debts, funeral expenses, and expenses of administration, whether or not such expenses shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death. All such debts and expenses shall be paid from my residuary estate, and no bequest shall be charged with any portion of such expenses.

2. I further direct my Executor to pay from my residuary estate without apportionment or proration all inheritance and estate taxes imposed by any taxing authority by reason of my death, including taxes assessed on account of any property included in my gross estate for such tax purposes that is not included in my estate for any other purposes and including any generation skipping transfer taxes on any transfer of property constituting a direct skip, unless such direct skip arose as a result of a disclaimer, but excluding any other generation skipping transfer taxes.

3. In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate, but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary

receiving such property or interest in property shall take such property subject to all encumbrances existing at the time of my death.

4. I direct pursuant to T.C.A. Section 31-2-103 that any interests in real property that I may own at my death be administered as part of my estate subject to the control of my Executor, who shall have full power to grant, bargain, sell, convey, lease, encumber, manage, and otherwise deal in any lawful manner with said real property at any time during the administration of my estate, in the sole discretion of my Executor, without the approval or joinder of any beneficiary and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of my Executor in the premises.

5. The reasonable cost of packing, shipping, storing, insuring, and otherwise maintaining, caring for, and delivering any of my property, real and personal, shall be charged as an administrative expense and be paid by my estate.

6. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I expressly relieve my Executor from any requirement to file an inventory and/or an accounting with the probate court with respect to the administration of this Will and of my estate; provided, however, that my Executor shall obtain such statements as may be required of the residual beneficiaries of my estate acknowledging that the estate has been properly distributed to such beneficiaries.

7. I intend that my Executor shall manage and administer my estate and carry out the duties of such office in good faith and with both diligence and reasonable care; however, I relieve any individual serving as my Executor from any liability resulting from an honest mistake of judgment.

ARTICLE III

{Administrative Powers and Authority}

1. I authorize and empower my Executor to make distribution in cash or in kind, or partly in each, pro rata and otherwise, to settle, compromise, adjust, release, and discharge all debts and claims that may be presented against my estate or that may be due to me, and to retain or sell at public or private sale or otherwise dispose of in such manner and at such prices and upon such terms and conditions, including credit, all or any part of my real or personal estate without order of any court or other authority and to execute, acknowledge, and deliver deeds or other proper instruments of conveyance or assignment to the purchaser or purchasers thereof, which purchasers shall be under no obligation to see to the proper application of the proceeds of any such disposition, and to do any and all things necessary and/or convenient to the proper and legal management and administration of my estate, all as my Executor, in the exercise of its sole and absolute discretion, shall deem advisable.

2. I expressly relieve my Executor of any duty to convert any assets of my estate into cash, and I authorize and empower my Executor to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment properties that I may own at the time of my death, without incurring any liability by reason of such retention, to borrow money upon the security of any assets of my estate, to invest in all forms of

property, including, but not limited to, common and preferred stocks, without restriction as to legal investments for fiduciaries, to purchase investments at a premium or discount, to give proxies, to join in any recapitalization, merger, reorganization, or voting trust or plan affecting investments, to deposit securities under agreements and to pay assessments, to subscribe for stock and bond privileges, and, generally, to exercise all rights of security holders, to carry investments in the name of a nominee or in bearer form, and to continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually, as a partner, or stockholder, and my Executor may deliver to the legatees and beneficiaries of my estate any such business or interest therein.

3. Without in any way limiting the scope of any of the powers and authority granted elsewhere, I authorize and empower my Executor, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming a part of my estate, to exercise the powers set forth in paragraphs 1 through 33, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule;" provided, however, that the power and authority set out in Paragraph 19, Section 35-50-110 of the Tennessee Code Annotated is restricted and limited to such amounts and such periods of time as may be reasonably required in the best interests of the beneficiaries hereof.

ARTICLE IV

{Disposition of Certain Property}

1. I may prepare a written memorandum listing certain items of tangible personal property that I wish certain persons to have. I request that my wishes, as set forth in any such memorandum, be observed. If no such memorandum shall be found with this Will, then it shall be presumed that none exists, and all of my tangible personal property shall pass as provided in the remainder of this Article.

2. I give and bequeath my wedding rings to my granddaughter, Melissa Brashear, if she shall survive me. If my said granddaughter shall not survive me, then this gift shall lapse and shall pass as provided in the remainder of this Article.

3. I give and bequeath all other tangible personal property owned by me at the time of my death, including but not limited to all personal effects, automobiles, and interests in other household goods and furnishings not otherwise disposed of in this Will, in equal shares to such of my children who are living at the time of my death, to be divided among them as they see fit. In the event my said children are unable to agree as to the division of such property, then my Executor shall have full and absolute discretion and authority to sell the disputed item at public or private sale and add the proceeds to my residuary estate.

4. I give and bequeath the real property owned by me at 369 Leo Lane, Nashville, Tennessee in equal shares to such of my children living as of the date of my death. This gift is given on the condition that such children of mine permit my granddaughter, Melissa Brashear, to live in such home for a period of one (1) year after the date of my death, and after such one-year period, my granddaughter, Melissa Brashear, shall have the option and right to buy such real property from my said children at the them fair market value.

5. I desire that any life insurance proceeds payable as a result of my death be divided equally between my grandsons, Johnny Ray Brashear and Brandon Ross Brashear.

ARTICLE V
{Disposition of Residuary Estate}

My Executor shall divide all of the said rest, residue, and remainder of my estate into as many equal shares as there are children of mine then living and deceased children of mine leaving issue then living, and I give, devise, and bequeath one (1) of such equal shares to each child of mine then living and one (1) of such equal shares to the issue then living of any deceased child of mine, per stirpes and in fee.

ARTICLE VI
{General Provisions}

1. No beneficiary of my estate shall pledge, assign, transfer, sell, or in any manner whatsoever accelerate, anticipate, or encumber any interest in the principal or the income of my estate, nor shall any of such principal or income be or become, in any manner whatsoever, subject or liable for the debts, contracts, or engagements of any beneficiary; nor shall such principal or income be or become, in any manner whatsoever, subject to any assignment, or any other alienation or disposition, whether voluntary or involuntary.

2. Whenever any distribution is to be paid to a minor beneficiary, a beneficiary adjudicated incompetent, or a beneficiary not adjudicated incompetent but who, by reason of mental or physical illness or condition, mental or physical disability, or advanced age is, in the opinion of my Executor, unable properly to administer or manage such funds, then such amounts as are to be paid to or for the benefit of such beneficiary may be distributed in any of the following manners:

(a) Directly to the beneficiary;

(b) To a legally appointed guardian, custodian, conservator, spouse, or natural parent of such beneficiary;

(c) To a custodian for the beneficiary under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act, if such custodian is authorized to receive such funds;

(d) To a relative or friend of such beneficiary or any adult living in the same household for and on behalf of such beneficiary; or,

(e) By using such amounts directly for the benefit of a beneficiary.

The receipt of any such person shall discharge my Executor from further responsibility with respect to such funds. No recipient shall be required to furnish bond with respect to such funds nor make a report as to the disposition of the same.

ARTICLE VII
{Additional Appointments}

Should any person be selected and willing to serve as Executor under this Will and should the law of the state in which it is proposed that such person qualify and serve hereunder not permit that person to serve as the sole fiduciary, then I direct that such person shall have the right to name an individual resident of said jurisdiction, or a bank or trust company qualified to act in a fiduciary capacity in said jurisdiction, to serve with him or her as Co-Executor of this Will. To the extent permitted by law, no bond shall be required of any co-fiduciaries named pursuant to this Article.

ARTICLE VIII
{Legal Proceedings}

1. In the event any person should contest or challenge this Will, such contestant by such action shall forfeit all property and interests that such contestant would otherwise take under this Will and such forfeited property shall pass as if such person had predeceased me.

2. In the event any person shall bring suit against my estate or any trust established in this Will and shall not prevail, then such person shall pay and reimburse my said estate or trust for all costs and expenses incurred as a result of or in connection with such action, including reasonable attorney's fees.

IN WITNESS WHEREOF, I acknowledge this to be and I have hereunto subscribed my name to this as my Last Will and Testament, consisting of this and the four (4) preceding typewritten pages, and, for purposes of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 13th day of July, 2005.

BARBARA J. BRASHEAR

The said Barbara J. Brashear, being of sound mind and disposing memory, signed the foregoing instrument in our presence as and for her Last Will and Testament and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Address: 369 Leo Ln.
Nashville, TN. 37211

Address: 150 4th Ave N, Ste 1200
Nashville, TN 37219

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The undersigned, Genie C May, and C Palmer Pillans, being first duly sworn, make oath as follows:

The said Barbara J. Brashear, being of sound mind and disposing memory, signed the foregoing instrument in our presence as and for her Last Will and Testament and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

Genie C. May

Sworn to and subscribed before me
this 13th day of July, 2005.

Jean P. Shearer
Notary Public

My Commission Expires: 3-25-06

JEAN P. SHEARER
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 25, 2006

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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 entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 23 day of JANUARY , 2008 , in Case Number 08P135 between BRASHEAR, DENNIS R ET.AL Petitioner, and BRASHEAR, BARBARA JEAN Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 23 day of OCTOBER 2008

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

