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The Will

of

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RICHARD R. ROOKER, CLERK
updan D.C.

John Douglas Brown, Sr.

My Will. My name is John Douglas Brown, Sr. I am a resident of the State of Tennessee. This is my Will. I revoke any earlier dated Will of mine.

My Family. My Wife's name is Mary W. Brown. I have one child, a son named John Douglas Brown, Jr.

Appointment of Personal Representative. I appoint Mary W. Brown to serve as Personal Representative of my Will. If my original Personal Representative cannot or will not serve, I appoint David Ray Brown to so serve.

Bond and Inventory. I excuse my Personal Representative and my Trustee from making bond and of filing an Inventory with, and accounting to, the Court.

Funeral and Administration Expenses. My Personal Representative should pay my funeral expense (including the cost of a grave marker), and the Administration Expenses of my estate as soon as possible after my death.

Debts. My Personal Representative shall pay my lawful debts. If permitted by law, my Personal Representative may pay a debt without requiring the creditor to file a claim. I suggest that my Personal Representative consult with the attorney for my estate before paying any debt.

Tangible Personal Property. Unless otherwise specifically set forth in this Will or a Written Memorandum, if my wife Mary survives me for 30 days, I give all of my Tangible Personal Property to her. If she does not survive me, I give all of my Tangible Personal Property to my son John.

My Personal Representative also may give any part of my Tangible Personal Property not wanted by a beneficiary to some worthy charity or individual.

Written Memorandum. I may prepare a written memorandum concerning the disposition of Tangible Personal Property. I request that my wishes as set forth in this memorandum be observed. If no such memorandum is found within 60 days following my death, then all of my Tangible Personal Property shall be distributed as otherwise provided in this Will.

Disposition of Residuary Estate. If my wife Mary dies before I do, I give all other property to David Ray Brown, the Trustee of the John Douglas Brown, Jr., Special Needs Trust. If my wife survives me, I give all other property to David Ray Brown, the Trustee of the Mary W. Brown Special Needs Trust.

Disclaimer. If, pursuant to IRC Section 2518, as amended from time to time, my wife or son disclaims all or a portion of the interest in an asset passing

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to them, such as by this Will or by right of survivorship, transfer on death, and the like, the portion disclaimed shall be distributed to the Trustee of the Special Needs Trust created hereunder.

Qualified Designated Beneficiary Trust. To the extent applicable, it is likewise my intention that this trust be a qualified designated beneficiary trust under IRC §401(a)(9) and applicable regulations thereunder. Accordingly, the Trustee shall not use retirement assets payable to this trust to make payments of taxes, expenses of administration (other than trust related expenses), debts or claims after the date defined by the Internal Revenue Code, regulations or other guidance as the date for determining whether this Special Needs Trust qualifies as a designated beneficiary (currently September 30 of the year following the year of my death) if doing so would result in this trust not being considered a qualified designated beneficiary.

If she survives me, this trust continues for the life of Mary W. Brown as Beneficiary and is not revocable. If she does not survive me, or if any assets remain in the trust estate upon the death of my wife, this trust continues for the life of John Douglas Brown, Jr., as Beneficiary and is not revocable.

The Trustee shall hold, manage, and distribute the trust estate for the benefit of the Beneficiary as follows:

A. *Purpose and Intent.*

The purpose of this Trust is to provide for the greatest degree of security for Beneficiary and to preserve and enhance the assets of this Trust in order to provide for Beneficiary's lifelong care while still maintaining the Beneficiary's actual or potential eligibility for public benefits programs. This Trust is created expressly to benefit Beneficiary by providing for the special needs and supplemental care, in addition to benefits for which Beneficiary may be eligible from any local, state or federal agency, or through any private or public profit or non-profit source, and not to supplant any such benefits.

Likewise, the intent of this Trust is to provide a system for handling funds, fiscal management, administration and disbursement, respite care, personal attendant services, advocacy, social development services, rehabilitation, care, education, training and guidance for the sole benefit of Beneficiary.

B. *Distributions for Special Needs.*

At the sole and absolute discretion of the Trustee, the Trustee shall distribute so much income and principal to or for the benefit of Beneficiary as the Trustee shall determine in order to provide special needs and supplemental benefits to the Beneficiary not provided by or through private or governmental assistance programs. All distributions shall be based primarily upon Beneficiary's best interest. No Trust income or principal shall be paid or expended for Beneficiary so long as the Trustee determines there are sufficient resources available for Beneficiary's care, support, comfort and welfare from any governmental or private programs.

Moreover, the Trustee may make distributions of trust assets to meet any need not fully met by public or private benefit programs; pay to or for Beneficiary's benefit that amount that does not exceed the state or federal regulations for maximum supplemental income; and repay any, some or all of any amounts owed to the Social Security Administration if an overpayment of benefits to Beneficiary has been made, either prior to or subsequent to the establishment of this Trust,

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in order to prevent a loss of SSI or other related government assistance by Beneficiary.

Although the intent of this trust is to preserve Beneficiary's eligibility for public benefits, the overriding goal of the trust is to ensure Beneficiary's good health, safety and welfare. The Trustee may therefore make distributions that may result in a loss or reduction of public benefits if the Trustee determines that such distributions are in the best interests of the Beneficiary. Specifically, the Trustee is not prohibited from making distributions for food, clothing, shelter, and health care for the Beneficiary. The availability of public benefits to pay for a specific need shall not deprive the Trustee of the authority, in the Trustee's discretion, to make distributions of trust assets for the specific need, even if the distributions cause the loss or reduction of public benefits.

C. Distribution Guidelines.

In making any distribution, the Trustee shall:

1. Consider any other income or resources of Beneficiary known to the Trustee and reasonably available;

2. Take into consideration Beneficiary's entitlement to benefits from any government agency, such as federal SSDI, SSI, food stamps, Medicare, Medicaid, welfare, and any other special purpose benefits for which Beneficiary is or may be or become eligible;

3. Consider resource and income limitations of any such assistance program;

4. Not be obligated to or compelled to make such payments, as it is the trustor's intent that, in exercising discretion, the Trustee may act arbitrarily, if the Trustee acts at all, because the Trustee is to be guided solely by his or her own judgment as to what distributions, if any, should be made to further the interests of the Beneficiary;

5. Not be liable for any loss of benefits which may occur as a result of Trustee's good faith actions in the administration of this trust.

D. No Availability of Trust Funds for Reimbursement of Public Benefits.

The beneficial interest in this trust shall in no way affect the Beneficiary's entitlement to Supplemental Security Income, Medicaid, Social Security, Veterans Affairs, Medicare, TRICARE, CHAMPUS, disability, or other governmental benefits; or benefits from any private agency providing services or benefits to elderly, handicapped or disadvantaged persons.

In the event the Trustee is requested by any department or agency to release principal or income of the Trust Estate to or on behalf of Beneficiary to pay for equipment, medication or services which other organizations or agencies are authorized to provide were it not for the existence of this Trust, or in the event the Trustee is requested by any department or agency administering such benefits to petition a court or administrative agency for the release of trust principal or income for this purpose, or in the event any department or agency shall terminate payment or eligibility for any benefits to Beneficiary based upon the existence of or payments from this Trust, the Trustee is authorized to deny and contest such request or termination through administrative or judicial action and to defend any contest or other attack of any nature on this Trust and the public assistance program eligibility of Beneficiary. Trustee is also authorized to settle or otherwise compromise, in whole or in part, any such claim or litigation. Any expenses of the Trustee in this regard, including reasonable attorney's fees, shall be a proper charge to the Trust.

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E. Administration Expenses.

The Trustee is authorized to pay out of the income or principal of this Trust any expenses of administration related to the Trust, including reasonable trustee's and attorney's fees, fees and expenses relating to the administration or termination of a guardianship or any legal action commenced by or on behalf of Beneficiary prior to Beneficiary's death. The Trustee should further consider purchasing a reasonable burial plan and paying the expenses relating to Beneficiary's funeral and burial during Beneficiary's lifetime.

F. Acquisition and Maintenance of Residential Real Estate.

The Trustee may purchase or maintain an interest in real estate as an asset of the trust, without liability for loss or depreciation in value and even though it may be non-productive property. The Trustee may purchase, maintain, improve or replace a residence or any interest in a residence where the Beneficiary may reside, whether by purchase, lease or purchase of an interest in any such residence, including any portion of a residence which may be owned by a family member. The Trustee may acquire furnishings, make home improvements and provide for regular household assistance to Beneficiary and pay for the continued upkeep and maintenance of the realty. The Trustee may permit Beneficiary's occupancy or use without charge in such manner as, in the opinion of the Trustee, best serves Beneficiary's needs, without the necessity of turning such property into cash or gaining an income therefrom.

The Trustee is expressly authorized, in its absolute discretion, to permit any family member of Beneficiary, who is residing now or at any time in the future upon any real property forming a part of the Trust Estate to continue residing there on such terms as the Trustee shall deem proper, whether rent free or in consideration of payment of taxes, insurance, maintenance, and ordinary repairs, or otherwise.

Powers of the Trustee. The Trustee (including any successor trustee) using reasonable discretion with respect to all property, real and personal, at any time forming part of the trust estate, may exercise any and all powers granted to a fiduciary set forth in the Tennessee Uniform Trust Code, Section 74. The provisions of this statute are incorporated into this instrument by reference as if fully copied out here verbatim. These powers are granted even though this statute may be amended later or repealed at the time of my death.

The Trustee's discretion, however, as to distributions from the trust estate shall be limited as specifically provided herein.

If the Trustee believes that the principal amount in the trust does not warrant the costs of continuing the trust, its administration would be impracticable, or the express purpose of this trust cannot be accomplished, the Trustee may terminate this trust.

Rule Against Perpetuities. Anything to the contrary notwithstanding, the trustee of any trust created herein shall terminate and distribute the principal and income of any such trust one day prior to the date 21 years after the death of the last surviving child of mine or issue of a child of mine living at my death. At such time, each separate share of any trust created hereunder shall be distributed outright to the then income beneficiary of such share. The termination of any such trust is intended to occur within the permissible period under the relevant application of the rule against perpetuities.

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Spendthrift Provision. To the extent permitted by law, neither the principal nor income of this trust shall be liable for the debts of any beneficiary. The interest of any beneficiary in the principal or income of any trust estate herein created shall not be subject to the claims of any creditor or be involuntarily or voluntarily transferred, assigned, alienated, anticipated, encumbered, or otherwise disposed of. Because this trust is to be conserved and maintained for the supplemental needs of the Beneficiary, no part of the corpus, principal or undistributed income shall be subject to the claims of voluntary or involuntary creditors for the provision of care and services, including residential care, by any public or governmental entity, office, department, or agency. For purposes of determining the Beneficiary's eligibility for such benefits, no part of the principal or income of the trust estate shall be considered available to the Beneficiary. The assets of this trust shall at all times be free of the claims of all governmental bodies.

If a claimant attempts to reach the Beneficiary's interest at time of distribution, the Trustee may transfer that distribution to third parties who will provide services or benefits to the Beneficiary or the Beneficiary's dependents in any manner that the Trustee decides in the Trustee's sole discretion.

Termination of Trust. Upon the death of the Beneficiary Mary W. Brown, who shall be treated as the sole beneficiary of the trust during her lifetime, the residuary (balance remaining of the trust corpus and any income) shall be distributed to those persons named above to whom my residuary estate would have been distributed if my wife had predeceased me.

Upon the death of the Beneficiary John Douglas Brown, Jr., the residuary shall be distributed to the children of John Douglas Brown, Jr., in equal shares, by right of representation.

Real Estate. My realty and all income derived from my realty during administration of my estate are part of my probate estate. Disposition of the realty is governed by my Will and the realty does not pass directly to a beneficiary. The realty is subject to all the powers of the Personal Representative, including but not limited to the power of sale.

Interpretive Provisions. Unless I clearly state otherwise in my Will, I intend for the provisions of Tennessee Code Annotated §§ 32-3-104 and 105 to apply so that the descendant of a deceased beneficiary will take the place of the deceased beneficiary under the same terms and conditions as the deceased beneficiary, regardless of whether the beneficiary died before or after me.

This Will consists of 6 pages (each of which I have signed or initialed). I now sign this document as my Will on June 4, 2010, and pursuant to TENN. CODE ANN. § 32-2-110, I request the attesting witnesses to make the Affidavit attached to this Will.

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John Douglas Brown, Sr., Testator

Attest to Execution of this Will:

Witness

Witness

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Prepared by Timothy L. Takacs, Attorney at Law, Hendersonville, TN

State of Tennessee
County of Sumner

AFFIDAVIT

Debra King and Bo C. Siler, after having been first duly sworn, make oath

1. That they are the witnesses to the Will of John Douglas Brown, Sr., the Testator, dated on June 4, 2010.

2. That the Testator indicated to the witnesses that the document the Testator was signing was a Will.

3. That this Will was signed by the Testator in their presence.

4. That they, at the request of Testator, and in the sight and presence of the Testator and in the sight and presence of each other, signed their names as witnesses to this Will as requested.

5. In their opinion, the Testator was over the age of eighteen years and appeared to be of sound mind and disposing memory.

Debra King

Bo C. Siler

Sworn to and subscribed before me on June 4, 2010.

Notary Public

My Commission Expires: July 23, 2012

TIMOTHY L. TAKACS
STATE OF TENNESSEE NOTARY PUBLIC
SUMNER COUNTY

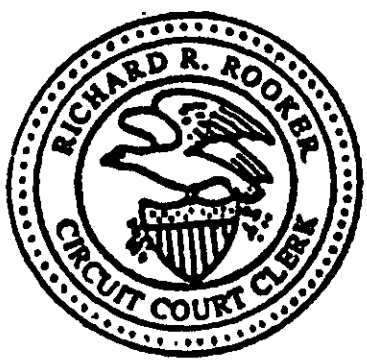
STATE OF TENNESSEE

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 16 day of AUGUST , 2011 , in Case Number 11P1239 between BROWN, MARY W. Petitioner, and BROWN SR., JOHN DOUGLAS 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 19 day of AUGUST 2011

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk