Duplicate

State of Tennessee, County of Rutherford
The undersigned, County Clerk of said County and State, hereby certifies that the foregoing is a true and correct copy of the original document filed in the Office of the County Clerk.
This 24 day of June, 2015
By: Lisa Crowell, Rutherford County Clerk
Deputy Clerk

RUTHERFORD COUNTY CLERK SEAL TENNESSEE

Last Will and Testament of Leslie E. Brown

BILL GARRETT, Davidson County
Trans:T20150051987 WILL
Recvd: 06/29/15 13:45 9 pgs
Fees:47.00 Taxes:0.00
20150629-0062342

I, Leslie E. Brown, also known as Leslie Everett Brown and Les Brown, a resident of Rutherford County, Tennessee, revoke any prior wills and codicils made by me and declare this to be my Last Will and Testament.

Article One
Family Information

I am married to Sherry J. Brown. We were married on August 1, 1998.

Article Two
Distribution of My Property

Section 2.01 Homestead Property

I devise my homestead property to the Trustee of the Leslie E. Brown Living Trust dated January 12, 2005 and executed prior to this will, to be added to the property of that trust and direct that the Trustee administer the property as provided in the trust agreement and any amendments prior to my death. Property passing under this section shall pass subject to liens, taxes and all other encumbrances on the property.

Section 2.02 Pour-Over to My Living Trust

All of my probate estate, excluding any property over which I might have a power of appointment, and after payment of expenses and taxes which are paid pursuant to this will, I give to the Trustee of the Leslie E. Brown Living Trust dated January 12, 2005 and executed prior to this will, to be added to the property of that trust and direct that the Trustee administer the property as provided in the trust agreement and any amendments prior to my death.

LEB

CB

Section 2.03 Alternate Disposition

If the trust referred to in Section 2.02 is not in effect at my death or if for any other reason the pour-over cannot be accomplished, I specifically and completely incorporate the terms of the trust into this will by reference. In such a situation, I direct my personal representative to establish a trust in accordance with the provisions of such trust and give the remainder of my estate, excluding any property over which I might have a power of appointment, to the Trustee of said trust to be administered as provided in the trust agreement.

Article Three
Designation and Succession of Fiduciaries

Section 3.01 Personal Representative

I nominate Sherry J. Brown as my personal representative. If Sherry J. Brown fails or ceases to act as my personal representative, I nominate Thomas H. Trischler III as my successor personal representative.

Article Four
Powers of Fiduciaries

Section 4.01 Grant

My personal representative may perform every act reasonably necessary to administer my estate and any trust established under my will.

Specifically, my personal representative may exercise the following powers: hold, retain, invest, reinvest, sell, and manage real or personal property, including interests in any form of business entity including, but not limited to, limited partnerships and limited liability companies, and policies of life, health and disability insurance, without diversification as to kind, amount or risk of non-productivity and without limitation by statute or rule of law. My personal representative may partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan and contract. My personal representative may distribute the assets of my estate in cash or kind or partly in each at fair market value on the date of distribution, without requiring pro rata distribution of specific assets and without requiring pro rata allocation of the tax bases of such assets. My personal representative may hold in nominee form, continue businesses, carry out agreements, deal with itself, other fiduciaries and business organizations in which my personal representative may have an interest. It may establish

reserves, release powers, and abandon, settle or contest claims. It may employ attorneys, accountants, custodians of the trust assets, and other agents or assistants as deemed advisable to act with or without discretionary powers and compensate them and pay their expenses from income or principal or both.

Section 4.02 Powers Granted by State Law

In addition to all of the above powers, my personal representative may exercise all powers granted under applicable state law as set forth in the Tennessee Code Annotated, as amended after the date of my will. I incorporate such Act as it exists today by reference and make it a part of my will.

Section 4.03 Distribution Alternatives

My personal representative may make any payments under my will:

Directly to the beneficiary;

In any form allowed by applicable state law for gifts or transfers to minors or persons under disability;

To the beneficiary's guardian, conservator, or caregiver for the benefit of the beneficiary; or

By direct payment of the beneficiary's expenses.

A receipt by the recipient for any such distribution, if such distribution is made in a manner consistent with the proper exercise of my fiduciaries' duties hereunder, shall fully discharge my fiduciaries.

Article Five
Administrative Provisions

Section 5.01 Court Proceedings

If any trust is established under my will that trust shall be administered in a timely and efficient manner consistent with its terms, free of active judicial intervention and without order, approval or other action by any court. It shall be subject only to the jurisdiction of a court being invoked by the trustees or other interested parties or as otherwise provided by law.

Section 5.02 No Bond

I direct that no fiduciary shall be required to give any bond in any jurisdiction, and if, notwithstanding this direction, any bond is required by any law, statute, or rule of court, no sureties be required.

Section 5.03 Informal Proceedings, No Inventory or Accounting

I authorize my personal representative to exercise all powers without court supervision insofar as permitted under the Tennessee Code Annotated. I also expressly excuse my fiduciaries from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

Section 5.04 Compensation

Any fiduciary under this instrument shall be entitled to reasonable compensation commensurate with services actually performed and to be reimbursed for expenses properly incurred.

Section 5.05 Ancillary Fiduciary

In the event ancillary administration shall be required or desired and my domiciliary personal representative is unable or unwilling to act as an ancillary fiduciary, my domiciliary personal representative shall have the power to designate, compensate, and remove the ancillary fiduciary. The ancillary fiduciary may either be a natural person or a corporation. My domiciliary personal representative may delegate to such ancillary fiduciary such powers granted to my original personal representative as my personal representative may deem proper, including the right to serve without bond or surety on bond. The net proceeds of the ancillary estate shall be paid over to the domiciliary personal representative.

Article Six
Tax Provisions

Section 6.01 Death Taxes and Payment of Expenses

The trustee of the trust referred to in this will is authorized to pay my funeral and burial expenses, claims against my estate, and expenses of estate administration. Accordingly, I direct my personal representative to consult with the trustee to determine the preferable

source for payment of such amounts and which, if any, should be requested from the trust.

I direct my personal representative to follow any instructions contained in the Leslie E. Brown Living Trust in making any tax election, including, but not limited to, the allocation of my GST Exemption. I direct that the taxes imposed by reason of my death upon property passing under and outside my will be apportioned and paid in the manner provided in the Leslie E. Brown Living Trust, and I incorporate the tax apportionment provisions of the Leslie E. Brown Living Trust as part of my will.

In no event shall any of such taxes be allocated to or paid from property which is not included in my gross estate for federal estate tax purposes or which qualifies for the federal estate tax marital or charitable deductions.

Section 6.02 Tax and Administrative Elections

My personal representative may exercise any available elections under any applicable income, inheritance, estate, succession, or gift tax law. This authority specifically includes the power to select any alternate valuation date for death tax purposes and the power to determine whether any or all of the administration expenses of my estate are to be used as estate tax deductions or as income tax deductions, and no compensating adjustments need be made between income and principal as a result of such determinations unless my personal representative shall determine otherwise, in the discretion of my personal representative, or unless required by law.

My personal representative, in its sole and absolute discretion, may elect to have all, none, or part of the property comprising my estate for federal estate tax purposes qualify for the federal estate tax marital deduction as qualified terminable interest property under Section 2056(b)(7) of the Internal Revenue Code (the "QTIP Election").

Any tax paid as a result of the inclusion in my taxable estate of property held in a qualified terminable interest property (QTIP) trust created for me by my wife shall be apportioned to and collected from the qualified terminable interest property (QTIP) as provided in Section 2207A.

My personal representative shall not be liable to any beneficiary of my estate for tax consequences occasioned by reason of the exercise or non-exercise of any such elections or by reason of the allocation and distribution of property in kind in full or partial satisfaction of any beneficiary's interest in my estate.

Article Seven
General Provisions

Section 7.01 Applicable Law

The validity and construction of my will shall be determined by the laws of Tennessee.

Section 7.02 No Contract to Make Will

I have not entered into any contract, actual or implied, to make a will.

Section 7.03 Contest Provision

If, after receiving a copy of this paragraph, any person shall in any manner, directly or indirectly, attempt to contest or oppose the validity of my will or my living trust, including any amendments thereto, or commences, continues or prosecutes any legal proceedings to set my will or living trust aside, then such person shall forfeit his or her share, cease to have any right or interest in my property, and shall for the purposes of my will be deemed to have predeceased me.

This Section shall not apply so as to cause a forfeiture of any distribution otherwise qualifying for the federal estate tax charitable or marital deduction.

Section 7.04 Construction

Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural. Words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender, if appropriate.

Section 7.05 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.06 Internal Revenue Code, IRC or Code

References to the Internal Revenue Code, the IRC or the Code shall refer to the Internal Revenue Code of the United States. References to specific sections of the Code shall be to any sections of like or similar import that replace the specific sections as a result of changes to the Internal Revenue Code made after the date of my will.

Section 7.07 Other Definitions

Except as otherwise provided in my will, terms shall be as defined in the Tennessee Probate Code as amended after the date of my will and after my death.

Section 7.08 Survivorship

For purposes of this will, if my wife in fact survives me by any period of time or if the order of our deaths is not known, then my wife shall be deemed to have survived me. Any other beneficiary shall be deemed to have predeceased me if such beneficiary dies within 60 days after the date of my death.

Section 7.09 Severability

If any part of this instrument shall be adjudicated to be void or invalid, the remaining provisions not specifically so adjudicated shall remain in full force and effect.

I, Leslie E. Brown, the Testator sign my name to this instrument consisting of 8 pages on January 12, 2005 and do hereby declare that I sign and execute this instrument as my last will and testament, that I sign it willingly (or willingly direct another to sign for me), that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Leslie E. Brown

Leslie E. Brown, Testator

LEB

DAR CB

We, David A. Ross and Clinton T. Beverly, the witnesses, sign our names to this instrument, and do hereby declare that Leslie E. Brown signs and executes this instrument as his last will and testament and that he signs it willingly (or willingly directs another to sign for him) and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

David A. Ross, Witness
Murfreesboro, TN

Clinton T. Beverly, Witness
Murfreesboro, TN

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF RUTHERFORD)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. That they are adult citizens and residents of the state listed beside their respective signatures on the Will described hereinbelow.

2. That they witnessed the execution of the Will of Leslie E. Brown, dated January 12, 2005, to which this Affidavit is attached, and that this Affidavit is being made at the request of Leslie E. Brown, Testator, and in accordance with the provisions of Tenn. Code Ann., Section 32-2-110.

3. That their signatures are affixed to said Will, that they signed or affixed the same at the instance and request of Leslie E. Brown, Testator, and in his presence, and in the presence of each other, at the place and on the date recited in said Will.

4. That the Testator signed said paper writing as and for his Will in their sight and presence.

5. That at the time they witnessed said Will, the Testator was, in their opinion, of sound mind.

DAVID A. ROSS, WITNESS

Clinton T. Beverly, WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on January 12, 2005.

Notary Public

My Commission Expires: 7-30-2005

RUTHERFORD COUNTY CLERK SEAL TENNESSEE