

**LAST WILL AND TESTAMENT
OF
GORDON EUGENE BROWN**

Case: 05-025

I, Gordon Eugene Brown, a resident of Memphis, Shelby County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I.

I hereby direct that my personal representative, hereinafter named, take charge of all assets of my estate and determine the validity of any and all debts or claims and pay out of my estate assets all lawful debts and claims, including my burial expenses and expense of my last illness; and also determine and pay any and all estate and inheritance taxes required and all administrative expenses from my residuary estate hereunder.

ITEM II.

I authorize and direct that my Executor, hereinafter named below and in Item IV of this will, to sell and convert into cash all the rest, residue and remainder of my property as soon as is practical and possible after my death, specifically including any real estate I may own, and, after payment of debts, taxes and expenses under ITEM I hereof, I direct my Executor, the Pastor of Sts. Peter and Paul Catholic Church, or his designee, to pay over to the Richard Lane Brown, Trust (hereinafter established), all the rest, residue and remainder of my assets, to be held, managed and controlled as a Trust Estate for the benefit, use, maintenance, and enjoyment of Richard Lane Brown, for and during his lifetime. This Trust shall terminate upon the death of Richard Lane Brown, at which time, my Trustee is directed to pay and/or convey all remaining Trust assets to Sts. Peter and Paul Catholic Church, presently located at 190 Adams Avenue, Memphis, Tennessee to be used for a building fund in memory of myself, Gordon Eugene Brown, and Richard Lane Brown.

ITEM III.

I hereby establish a trust for my adopted son, Richard Lane Brown, such trust shall be known as the Richard Lane Brown Trust. I hereby name as Trustee, the pastor of Sts. Peter and Paul Catholic Church and his successors as trustees. I specifically direct that the pastor may designate a person or persons to oversee this trust, the Trustee or his

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PO Box 68
Anna, Ms 38674 662-363-3622*

designee shall serve, without compensation. The Trustee shall make decisions concerning the Trust only upon the advice and consent of the entire Parish Finance Committee (if such committee shall exist) and upon his own approval; any decision must be unanimous as to both Trustee and Committee. I specifically waive bond or other security for the faithful performance of the duties of my Trustee.

I hereby empower, authorize and direct my Trustee to pay to Richard Lane Brown a sum equal to 60% of the annual income derived from trust investments on a monthly, quarterly or annual basis as he, alone, determines best.

I further empower and authorize my Trustee, in his sole and absolute discretion, at any time and from time to time to use income from the Trust in such amounts exceeding the 60% of the annual income heretofore provided, as he, alone, deems appropriate to provide adequately for the needs of Richard Lane Brown, during his lifetime.

The corpus for the Richard Lane Brown Trust shall consist of my assets in their entirety. This includes four accounts which I have established with four separate financial institutions. I direct that these assets be left in place and not altered without the unanimous advice and consent of the Pastor as Trustee and the Parish Finance Committee. I further direct that after 60% is disbursed to Richard Lane Brown that the remaining 40% of this annual income remain in the trust fund.

I direct that my Executor invest the residue of my estate in any or all of the above mentioned financial institutions. See Item III of my Last Will and Testament. I specifically waive any requirement of a report to any court of law regarding the Richard Lane Brown Trust. I do, however, require that a yearly report of this trust including the corpus, the income and the disbursements be made to the beneficiary, Richard Lane Brown.

I give to my Trustee full, absolute and complete control over my trust estate and, without limiting his control, specifically incorporate all rights, powers and immunities contained in the introductory paragraph and sub-paragraphs 1 to 32, inclusive, of Section 35-50-110, of the Tennessee Code Annotated, as though copied herein verbatim.

I further direct that my Trustee serve as Trustee in a PRO BONO capacity. I am making this stipulation for the reason that the Sts. Peter and Paul Catholic Church an ELEEMOSYNARY entity, will be the ultimate beneficiary of my assets upon the demise of my adopted son, Richard Lane Brown.

ITEM IV.

I hereby nominate, constitute and appoint the Pastor of St. Peter and Paul Catholic Church or his designee, as Executor of this my Last Will and Testament, and I direct that no bond or other security be required of him of the faithful performance of the duties required as my personal representative.

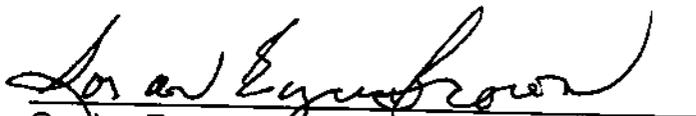
I direct that my Executor shall have the rights, powers and immunities usually possessed and exercised by Executors, and without restricting such rights, powers and immunities, I expressly incorporate by reference the language contained in the introductory paragraph and in sub-paragraphs 1 to 32, inclusive, of Section 35-50-110, of the Tennessee Code Annotated, as though copied herein verbatim.

ITEM V.

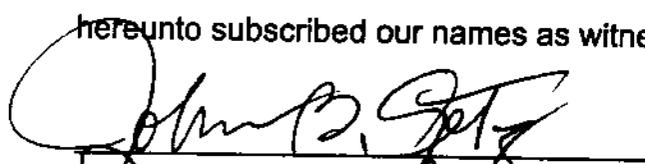
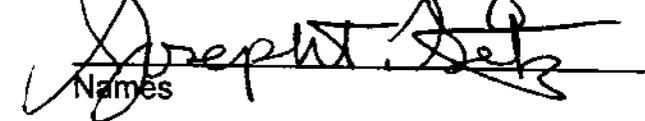
I hereby direct my Executor to take control over my home and contents as soon as possible and practical after my death, so as to prevent the removal of any furnishings or personal property from my home by any person whomsoever, pending the orderly administration of my estate.

I further authorize and direct that my Executor and Richard Lane Brown take care of any animals that I may have at the time of my death in any way they determine best and most humane.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, in the presence of the persons witnessing it as my request on this 20th day of December, 2002.


Gordon Eugene Brown, Testator

The foregoing instrument was signed and declared by Gordon Eugene Brown, the Testator, to be his Last Will and Testament in our sight and presence, and we, at his request and in his sight and presence and in the right and presence of each other have hereunto subscribed our names as witnesses this 20th day of December, 2002.



Names

420 Winton Pl.
224 River Common Circle
Addresses

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AFFIDAVIT OF ATTESTING WITNESSES

STATE OF TENNESSEE)

COUNTY OF SHELBY)

We, the undersigned, being duly sworn, make oath that Gordon Eugene Brown personally appeared and declared to us that the foregoing instrument is his Last Will and Testament and requested that we witness his signature and sign as attesting witnesses on said document, that he then signed the foregoing instrument in our sight and presence after which we signed our names thereon as attesting witnesses, in his sight and presence and in the sight and presence of each other; that at the time of said execution, the said Gordon Eugene Brown was more than eighteen years of age and appeared to be of sound mind and disposing memory, and appeared to be acting freely and voluntarily and not under the influence of any other person.

We further state, under oath, that we are more than eighteen years of age, and that we are executing this Affidavit at the specific request of said Gordon Eugene Brown.

IN WITNESS WHEREOF, we have set our hands this 20th day of December, 2002.

John B. Setz
Joseph [Signature]

Sworn to and subscribed before me this 20 day of December, 2002.

Elizabeth B. Senegal

Notary Public

My Commission Expires:

March 15, 2005

THE STATE OF MISSISSIPPI
MARSHALL COUNTY
I, C.W. "Chuck" Thomas, Clerk of the Chancery Court in and for the State and County aforesaid, do hereby certify that the foregoing is a true and correct copy of the original instrument as fully and completely as the same appears of record in my office.
Given under my hand and seal this 16 day of Nov, 2002.
C.W. "CHUCK" THOMAS, CHANCERY CLERK
BY Madalaine Ash D.C.

STATE OF MS
COUNTY OF MARSHALL
FILED & RECORDED
2005 May 10 9:05 A.M.
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C.W. "CHUCK" THOMAS
CHANCERY CLERK

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