

**LAST WILL AND TESTAMENT
OF
JAMES V. PASCHAL**

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**LAST WILL AND TESTAMENT
OF
JAMES V. PASCHAL**

I, JAMES V. PASCHAL, a resident and domiciliary of Fulton County, Georgia, hereby make, publish, and declare this my Last Will and Testament, revoking all wills and codicils heretofore made by me; provided, however, I expressly decline to revoke any Living Will heretofore made by me.

ITEM I

DECLARATION OF FAMILY STATUS

I am the surviving spouse of PHYLLIS B. PASCHAL. At the time of the execution of this Will, I am not married. I have one child, and his name is CURTIS OGDEN PASCHAL.

ITEM II

PRIMARY PROVISIONS FOR PAYMENT OF DEBTS, EXPENSES, AND TAXES

Except as otherwise provided in this Will to the contrary, I direct my Executor to pay out of the residue of my estate passing under Item IV, as soon after my death as my Executor deems consistent with good management, (1) all debts and claims duly allowed against my estate (all of the foregoing items are referred to collectively as "Debts"), (2) the expenses of my last illness, funeral, burial, and/or other disposition of my remains, and all expenses of administering my estate (collectively, "Administrative Expenses"), and (3) all estate, inheritance, succession, transfer, legacy, and death taxes assessed or imposed with respect to my estate (collectively, "Estate Taxes"), or any part thereof, whether or not passing under this Will, including the taxable value of all insurance on my life, and no part of said Estate Taxes or any Administrative Expense shall be apportioned or prorated to any legatee or devisee under this Will or to any person owning or receiving property not passing under this Will.

ITEM III

TANGIBLE PERSONAL PROPERTY AND OTHER SPECIFIC BEQUESTS

(a) All tangible personal property, including, without limitation, all furniture and appliances, all furnishings (including, without limitation, rugs, pictures, objects of art, silver, china, glassware, crystal, and linens), all personal effects (including, without limitation, books, photographs, clothing, jewelry, tools, sporting equipment, and similar personal items), and all automobiles, other vehicles, and boats, owned by me at my death and wherever located at my death, and all frequent flier and other points or similar measuring units or credits owned by me at my death and that may be redeemable for products or services (all of the items described in

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this paragraph are referred to collectively as "My Personality"), I bequeath outright to my sister-in-law, MARIAN V. JOHNSON ("MARIAN"), if she survives me. If MARIAN does not survive me, My Personality shall be added to the rest and residue of my estate passing under Item IV.

(b) Each item of My Personality bequeathed under this Item shall be subject to all outstanding indebtedness thereon at my death, and all insurance in effect at my death (including the proceeds of any claim arising upon or after my death) and any copyright interest that I may own at my death with respect to each such item shall be considered a part of the bequest of such item.

(c) If the first born son (my "Grandson") of my son CURTIS, survives me, subject to the Provisions of Item V, I bequeath the sum of One Hundred Thousand Dollars (\$100,000) in cash, or in the discretion of my Executor, in cash and/or property having such value, to my Grandson. If my Grandson predeceases me, the bequest in this paragraph (c) shall lapse and be a part of the residue of my estate passing under Item IV.

(d) I give and bequeath the sum of Forty Thousand Dollars (\$40,000.00) to my friend and business associate, R.O. Sutton, of Atlanta, Georgia, if he survives me. If he does not survive me, then the bequest in this paragraph (d) shall lapse and be a part of the residue of my estate passing under Item IV.

(e) I give and bequeath the sum of Twenty-Five Thousand Dollars (\$25,000.00) to my friend, Judy Pierce, of Atlanta, Georgia, if she survives me. If she does not survive me, then the bequest in this paragraph (e) shall lapse and be a part of the in residue of my estate passing under Item IV.

(f) I give and bequeath the sum of Twenty-Five Thousand Dollars (\$25,000.00) to my friend and accountant, Zora Meyers, of Atlanta, Georgia, if she survives me. If she does not survive me then the bequest in this paragraph (f) shall lapse and be a part of the in residue of my estate passing under Item IV.

(g) I give and bequeath the sum of Five Thousand Dollars (\$5,000.00) to my friend and secretary, Cheryl Evans, of Atlanta, Georgia, if she survives me. If she does not survive me then the bequest in this paragraph (g) shall lapse and be a part of the in residue of my estate passing under Item IV.

ITEM IV

DISPOSITION OF REST AND RESIDUE OF ESTATE

After reduction for (1) all Debts, Administrative Expenses, and Estate Taxes that, pursuant to the provisions of this Will, shall be payable from the residue of my estate, and (2) all bequests and devises created in this Will, other than in this Item, I give, devise, and bequeath

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all of the rest, residue, and remainder of my property, real, personal, and mixed, of every kind and description, and wherever located, including all benefits payable to my estate as a result of my employment, and all lapsed or void legacies and devises (collectively the "Residuary Property"), as follows:

(a) If my sister-in-law, MARIAN, survives me, my Executor shall distribute the Residuary Property to my Trustee herein named, in trust, to be known as "THE MARIAN V. JOHNSON LIFE TRUST," and my Trustee shall hold, administer, and distribute said trust for MARIAN's exclusive benefit in accordance with the provisions of Item XIX.

(b) If MARIAN predeceases me, I direct my Executor to distribute the Residuary Property as follows:

(1) One Hundred Fifty Thousand Dollars (\$150,000) to my son, CURTIS PASCHAL, if he survives me. If he does not survive me, this bequest shall be added to the bequests passing under paragraph (b)(4) of this Item.

(2) Fifty Thousand (\$50,000) to my sister, Gussie Grant of Bethlehem, Pennsylvania, if she survives me. If she does not survive me, then such amount shall pass to her issue per stirpes.

(3) Ten Thousand Dollars (\$10,000) to my deceased sister's husband, Moses Gammage, of Atlanta, Georgia, if he survives me. If he does not survive me, this bequest shall be added to the bequests passing under paragraph (b)(4) of this Item.

(4) After funding the bequests in paragraphs (b)(1) – (b)(3) above, the balance of the Residuary Property shall be distributed in equal shares among my nieces CORLIS NORDAM, of Atlanta, Georgia if she survives me; BEATRICE GRANT, of Pennsylvania if she survives me, and BARBARA Reeves ^{JMP AKD JLS} of Cleveland, Ohio if she survives me, and my nephew, JAMES M. GRANT in New York, New York if he survives me. The share of any niece or nephew who predeceases me shall pass, subject to Item V, to his or her issue per stirpes.

(c) If none of the above beneficiaries survive me, the Residuary Property shall be distributed in accordance with the provisions of Item VI.

ITEM V

TRUSTS FOR CERTAIN BENEFICIARIES

(a) Whenever my Executor or the Trustee of any trust created in this Will, including this Item, is directed under any provision of this Will to distribute any part of the principal of my estate or of any such trust outright to a person who has not attained the age of

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twenty-five (25) years at the time for such distribution, and if the time for such distribution occurs prior to the Vesting Date, the share of such beneficiary shall not be distributed outright to such beneficiary at such time. Instead, my Executor and/or Trustee shall transfer such share to my Trustee, herein named, to be placed in trust for the benefit of such beneficiary until the first to occur of the following events: (1) the day such beneficiary attains the age of twenty-five (25) years; or (2) the Vesting Date; at which time, such beneficiary's trust shall terminate, and all property then remaining in such beneficiary's trust shall be distributed outright to such beneficiary. Each trust created pursuant to the provisions of this Paragraph (a) is referred to in this Item as a "**Paragraph (a) Trust.**" During the period of each such trust, my Trustee shall hold, manage, invest, and reinvest the property of such trust and shall distribute to such beneficiary or for his/her benefit as much of the income and/or principal of such beneficiary's respective trust as my Trustee deems necessary or advisable to provide for the health, maintenance, and support of such beneficiary in accordance with his/her accustomed standard of living, and to provide for the education of such beneficiary, to enable such beneficiary to marry and to travel, and to assist such beneficiary in a trade, profession, or business and in the purchase, renovation, or construction of a primary residence; provided, however, the existence of the authority to make distributions shall not require my Trustee to make any distribution to or for the benefit of such beneficiary. The income of any trust that is not distributed in accordance with the foregoing provisions of this paragraph shall be accumulated and added to the principal of such trust. If such beneficiary dies after the time for the creation of his/her share but prior to the time for the termination of his/her trust, such beneficiary's trust shall terminate at such beneficiary's death, and my Trustee shall distribute all property then remaining in such beneficiary's trust to such persons, including such beneficiary's estate, and in such manner, in trust or otherwise, as such beneficiary may direct by his/her last will and testament by express reference to this power. If or to the extent such beneficiary does not effectively exercise such general power of appointment and subject to the provisions of this Item, all property remaining in such beneficiary's trust at such beneficiary's death shall be distributed as follows:

(1) Such property shall be distributed per stirpes among such beneficiary's issue who survive such beneficiary, if any, and if none; then

(2) Such property shall be divided into as many separate equal shares as such beneficiary has siblings who survive such beneficiary and siblings who predecease such beneficiary leaving issue who survive such beneficiary, and one such share shall be distributed to each of such beneficiary's siblings who survives such beneficiary and one such share shall be distributed per stirpes among the issue who survive such

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beneficiary of each of such beneficiary's siblings who predeceases such beneficiary, and if none among such beneficiary's siblings and their issue survives such beneficiary; then

(3) Such property shall be distributed in accordance with the provisions of

Item VI.

(b) The provisions of this Item shall not apply to the extent they may conflict with or restrict in any manner (1) the exercise of any power of appointment created in this Will, or (2) my Executor's or Trustee's duty and/or authority to distribute the income or principal of any trust to or for the benefit of any beneficiary during the term of the trust of which such person is then a beneficiary as otherwise is provided in this Will.

(c) If at any time any Paragraph (a) Trust shall contain or is to receive any item of tangible personal property, notwithstanding the standards set out in Paragraph (a) of this Item for making discretionary and/or mandatory distributions to the beneficiary of such Paragraph (a) Trust, my Executor and/or the Trustee of such Paragraph (a) Trust at any time and from time to time shall be authorized to distribute any such item of tangible personal property outright to the beneficiary of such trust or to a custodian for such person under the applicable transfers to minors act if such person has not attained the age of majority and if my Executor or Trustee deems such distribution advisable. I anticipate but do not direct that my Executor and/or the Trustee of such Paragraph (a) Trust will distribute all or most items of tangible personal property held in a beneficiary's Paragraph (a) Trust outright to such beneficiary when such beneficiary attains the age of twenty-one (21) years.

(d) If at any time, in my Executor's or Trustee's sole and absolute discretion, the total fair market value of the assets of any trust established or to be established pursuant to the provisions of paragraph (a) of this Item is or would be so small that my Executor or Trustee deems it inadvisable to create or continue such trust, my Executor or Trustee shall be authorized not to establish such trust or shall be authorized to terminate such trust, and, in such event, the property then to be distributed to or to be held in such trust shall be distributed to the person who is then, or who would then be, entitled to the income of such trust or to a custodian for such person under the applicable transfers to minors act if such person has not attained the age of majority and if my Executor or Trustee deems such distribution advisable.

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ITEM VI
CONTINGENT BENEFICIARIES

(a) If, pursuant to any provision of this Will, my Executor and/or the Trustee of any trust created in this Will is directed to distribute any property comprising the residue of my estate and/or remaining in any such trust in accordance with the provisions of this Item, whether the time for such distribution is at my death, the death of any beneficiary of any trust created in this Will, or any other event (such time is referred to in this Item as the "Contingent Event"), my Executor or the Trustee of the trust in question shall distribute such property in equal shares to the Shiloh Baptist Church and the First Congregation Church, both of Atlanta, Georgia.

(b) The provisions contained in this Item are included in this Will solely for the purpose of providing for the disposition of any property comprising the residue of my estate and/or remaining in any trust created herein in the unlikely event that the primary beneficiary or beneficiaries of my estate or such trust all should predecease me or die prior to the time for the termination of such trust without effectively exercising any power of appointment created herein. I accordingly direct my Executor and the Trustee of each trust created in this Will, so far as is consistent with the provisions of this Will, to give no consideration to reserving funds or properties for distribution pursuant to the provisions of this Item. Furthermore, my Executor and Trustee shall be under no duty to notify the beneficiaries named or described in this Item of the nature and extent of this contingent provision unless and until any interest created in this Item shall vest.

ITEM VII
PRESUMPTIONS AND REQUIRED PERIOD OF SURVIVORSHIP

(a) If any beneficiary hereunder and I die simultaneously or under such circumstances that it cannot be determined who survived the other, it shall be presumed that I survived, and this Will and all of its provisions shall be construed upon that presumption.

(b) If any two or more beneficiaries hereunder die simultaneously or under such circumstances that it cannot be determined who survived the other(s), and if, pursuant to the provisions of this Will, the death of one such beneficiary is an event that causes a distribution of any property of any trust created in this Will and/or otherwise passing hereunder, it shall be presumed that the beneficiary whose death causes such distribution survived the other beneficiary (or beneficiaries), and this Will and all of its provisions shall be construed upon that presumption.

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ITEM VIII

PRIMARY PROVISIONS APPOINTING EXECUTORS AND TRUSTEES

(a) I appoint my sister-in-law, MARIAN V. JOHNSON ("MARIAN"), to serve as Executor of this Will and as Trustee of any trust created in this Will. If for any reason MARIAN shall be unable or unwilling to serve or continue serving as a Executor of this Will and/or as Trustee of any such trust, and there is no Executor of this Will and/or Trustee of any trust serving under this Will, then I appoint that person or those persons selected by the law firm of ABRAMS, DAVIS of Atlanta, Georgia, to serve as successor Executor(s) of this Will and/or as successor Trustee(s) of any such trust.

(b) In extension and not in limitation of the foregoing provisions of this Item, each Executor, Co-Executor, Trustee, and Co-Trustee herein named and each successor fiduciary and co-fiduciary serving hereunder shall have the power to appoint his/her/its successor Executor or Co-Executor of this Will and/or his/her/its successor Trustee or Co-Trustee of each trust created in this Will.

(c) In extension and not in limitation of the foregoing provisions of this Item, if at any time only one person is serving or is eligible to serve as Executor of this Will and/or as Trustee of any trust created herein, and if at the time in question no successor Executor and/or Trustee able and willing to serve or to continue serving hereunder has been effectively appointed, whether directly in this Will or by any person then eligible to appoint successor Executor(s) and/or Trustee(s), such sole Executor and/or sole Trustee or sole eligible Executor and/or sole eligible Trustee shall have the power to appoint one or more Co-Executor(s) and/or Co-Trustee(s) to serve with himself/herself/itself hereunder and to appoint one or more successor(s). The purpose of this paragraph is to provide a mechanism to allow a person: (1) appointed to serve pursuant to one or more of the foregoing paragraphs of this Item or pursuant to this paragraph; (2) who or that at the time in question is serving or is eligible to serve as sole Executor of this Will and/or as sole Trustee of any trust created herein; and (3) for whom or which no Co-Executor and/or Co-Trustee or successor Executor and/or successor Trustee then able and willing to serve hereunder has been appointed; to appoint one or more Co-Executor(s) and/or Co-Trustee(s) to serve with such sole Executor and/or sole Trustee as well as to allow

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such person to appoint one or more successor Executor(s) and/or successor Trustee(s) to serve in such person's stead.

ITEM IX

EXERCISE/NONEXERCISE OF CERTAIN POWERS OF APPOINTMENT

(a) To the extent that I have not already done so in this Will or during my lifetime by inter vivos instrument, I expressly exercise all general powers of appointment held by me at my death and appoint the property subject to all such general powers of appointment to my estate, such property to be added to the rest and residue of my estate and distributed in accordance with the provisions of **Item IV**. I expressly decline to exercise all limited or special powers of appointment held by me at my death.

(b) For purposes of this Item, the term "**general powers of appointment**" shall refer to those powers of appointment (other than any power of appointment over Section 2044 Property), the property subject to which shall be includable in my estate for federal estate tax purposes regardless of whether such powers are exercised by me at my death. The term "**limited or special powers of appointment**" shall refer to those powers of appointment that are not general powers of appointment.

ITEM X

ADDITIONAL PROVISIONS REGARDING DEBTS, EXPENSES, AND ESTATE TAXES

Notwithstanding any of the provisions of **Item II** of this Will to the contrary, the following provisions shall apply to the payment of Debts, Administrative Expenses, and Estate Taxes:

(a) All (1) property includable in my estate for estate tax purposes by reason of any power of appointment held by me, whether or not effectively exercised in this Will ("**Power of Appointment Property**"), and (2) property includable in my estate pursuant to Internal Revenue Code ("**I.R.C.**") Section 2036 ("**Section 2036 Property**") shall bear the proportionate share of all Estate Taxes and Administrative Expenses (expressly excluding any Estate Taxes and Administrative Expenses payable from any Section 2044 Property pursuant to the paragraphs of this Item that follow), as determined in the sole and absolute discretion of my Executor, assessed or incurred by reason of such Insurance Trust Proceeds, Power of Appointment Property, and/or Section 2036 Property being included in my estate for estate tax purposes.

(b) I direct that all generation-skipping transfer taxes imposed on any generation-skipping transfer or other disposition made by me at my death or at any time thereafter, whether created by this Will or otherwise, shall be paid from the property that is the

subject of the generation-skipping transfer in question, and my Executor shall not pay any such generation-skipping transfer taxes from any other property of my estate or from any trust created herein that is not the subject of the generation-skipping transfer in question.

ITEM XI

RULE AGAINST PERPETUITIES SAVINGS CLAUSE

(a) Notwithstanding any provision of this Will to the contrary, other than the provisions of paragraph (c) of this Item below and the provisions that define the Vesting Date, unless sooner vested as herein provided, on the Vesting Date, all property of every trust created by this Will shall vest in and immediately be distributed to the income beneficiary thereof, or, if at such time there is more than one income beneficiary, then in equal shares among such beneficiaries; provided, however, no separate equal share shall be created for or distributed to any income beneficiary who is a descendant of any other income beneficiary who is living on the Vesting Date.

(b) Notwithstanding anything contained in this Will to the contrary, other than the provisions of paragraph (c) of this Item below and the provisions that define the Vesting Date, no person shall have the power to exercise any power of appointment created in this Will in any manner that could delay the vesting of any property of any trust created in this Will beyond the Vesting Date. If any person attempts to exercise any such power in any manner that could delay the vesting of any property of any such trust beyond the Vesting Date, such exercise shall not be void, but, unless sooner vested according to the terms of any such exercise, all property that shall be the subject of any such exercise shall vest on the Vesting Date in, and immediately be distributed: (1) to the income beneficiary thereof, or, (2) if at such time there is more than one income beneficiary, to such income beneficiaries in proportion to their right to receive such income, if that right is a fixed percentage, and if that right is not a fixed percentage, in equal shares among such income beneficiaries; provided, however, that no separate equal share shall be created for or distributed to any income beneficiary who is a descendant of any other income beneficiary who is living on the Vesting Date unless such descendant shall have a fixed right to the income of the trust in question.

(c) The provisions of this Item are intended to prevent any possible violation of any Rule Against Perpetuities that may be applicable under state law to the trust in question, and this Item shall be construed accordingly. Notwithstanding the provisions of this Item to the contrary, if no Rule Against Perpetuities is applicable under state law to the trust in question, the provisions of this Item shall be void and of no effect with respect to such trust and shall be void and of no effect with respect to any power exercised to delay the vesting of the property in such

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trust, and all distributions, including distributions made or to be made upon the death of any person, shall be deemed to have occurred prior to the Vesting Date.

ITEM XII

SPENDTHRIFT CLAUSE

Neither the principal nor income of any trust created herein, nor the interest of any beneficiary therein, shall be liable for the debts of any beneficiary, nor shall the same be subject to anticipation or alienation or to seizure by any creditor of any beneficiary under writ or proceeding at law or in equity. My Trustee may continue to pay such income or principal directly to or for the support of such beneficiary notwithstanding any action by creditors. If, however, my Trustee is prevented by any proceeding brought by any creditor, or by any bankruptcy, receivership, or other proceeding, from paying such income or principal directly to or for the support of any such beneficiary, then and thereafter, my Trustee shall hold and accumulate the income or principal that my Trustee otherwise would be able or would be required to distribute to such beneficiary until the first to occur of the following events: (a) until my Trustee again is able to distribute such income or principal directly to or for the benefit of such beneficiary; or (b) until the time provided in this Will for the final distribution of that portion, if any, of the principal of such trust that my Trustee shall be required to distribute to such beneficiary. Upon the first to occur of such events, all income and/or principal so accumulated shall be considered part of the principal of such trust and shall continue in trust or shall be distributed as provided for the principal of such trust. The provisions of this Item shall not preclude my Trustee from exercising discretion to distribute any of the income or principal of any trust created in this Will to or for the benefit of any other person who is then a beneficiary of the trust in question unless my Trustee also shall be prevented from making distributions to or for the benefit of such other beneficiary.

ITEM XIII

JOINT ASSETS WITH RIGHTS OF SURVIVORSHIP

All securities, bank accounts, savings and loan accounts, certificates of deposit, and other similar property I may own at the time of my death in the name of myself and/or any other party that by the terms thereof are payable on or after my death to such other party shall be such other party's sole property, and my Executor shall make no claim against such other party on account thereof. Similarly, all interests owned by me at my death in any tract of real property, the title to which is held at my death in the names of any other party and me as joint tenants with rights of survivorship (and not as tenants in common), shall become such other

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party's sole property at my death, and my Executor shall make no claim against such other party on account of such property.

ITEM XIV

POWERS AND DUTIES OF EXECUTORS AND TRUSTEES

In extension and not in limitation of the powers given by law or other provisions of this Will, any Executor, any Trustee of any trust created herein (the persons serving in each such position are sometimes referred to individually or collectively, as the case may be, in this Will as a "**Fiduciary**"), and each successor Fiduciary, in the management, care, and disposition of my estate and of all trusts created herein, shall have the power to do all things and to execute such instruments as they deem necessary or proper, including the following powers, all of which may be exercised without order of or report to any officer, court, or tribunal:

(a) All fiduciary powers enumerated in Official Code of Georgia Annotated ("**O.C.G.A.**") Section 53-12-232 to provide for the incorporation by reference of various fiduciary powers into wills, trusts, or other written instruments, which powers are incorporated in and made a part of this Will by reference.

(b) If the administration of my estate or of any trust created herein is required in any jurisdiction in which my Fiduciary, for any reason, cannot serve, my Fiduciary shall be authorized to appoint an executor, trustee, personal representative, or other fiduciary to serve in such jurisdiction.

(c) If the Trustee of any trust created in this Will would be authorized or directed to make a distribution to or for the benefit of a beneficiary, my Executor, during the period of administration of my estate and prior to distribution to the trust for such beneficiary, may make such distribution directly from my estate to or for the benefit of such beneficiary in the same manner as authorized or directed for my Trustee, and any such payment shall be charged against the property distributed to such trust.

(d) To serve without being required to make or to file any inventory or appraisal, except as herein provided, or to file any annual or other return or report with any officer or court, or to give any bond, whether or not my Executor or Trustee is a resident of the state in which I am domiciled at my death, or, if a bond is required by law, but a surety is not mandatory, no surety on such bond shall be required.

(e) My Executor or the Trustee of any trust created herein shall be authorized, but not required, for tax, administrative, and/or investment purposes, or for any other purpose deemed advisable by my Executor or Trustee, to divide any trust established in this Will at any time into two or more separate trusts. Except as expressly provided in this Will to the

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contrary, all such separate trusts shall have the identical provisions as the original trust from which they shall have been divided; provided, however, each such separate trust created pursuant to the provisions of this paragraph shall be funded with assets that are proportionally representative, or as nearly proportionally representative as may be practicable, of the appreciation and/or depreciation in value of all assets held, at the time of such division, by the original trust being divided; and provided, further, however, the Trustee, if authorized to make discretionary distributions from such trusts, shall be authorized to make such discretionary distributions in such manner as the Trustee shall deem advisable and shall not be required to make such distributions pro rata or equally from such trusts. Without limiting the generality of the foregoing, my Executor or Trustee may divide any trust established in this Will into two or more separate trusts (1) so that the Inclusion Ratio for each trust shall be either zero (or as close to zero as shall be practicable) or one (or as close to one as shall be practicable), and/or (2) so that each such trust shall be deemed to have a different transferor.

(f) To allocate my federal generation-skipping transfer tax exemption among gifts, devises, bequests and other transfers made by me at my death, whether under this Will or outside of the terms of this Will, in such manner and in such proportions as my Executor, in my Executor's sole and absolute discretion, determines, and my Executor's decision as to such allocation shall not be subject to question by any person.

ITEM XV

ADDITIONAL PROVISIONS REGARDING THE APPOINTMENT OF EXECUTORS AND TRUSTEES

The following additional provisions shall apply to further define the appointment of Fiduciaries in this Will:

(a) Whenever any person shall have the power or duty under any provision of this Will: (1) to appoint one or more successor Executors or Co-Executors of this Will and/or one or more successor Trustees or Co-Trustees of any trust created herein; (2) to appoint one or more Co-Executors of this Will and/or one or more Co-Trustees of any trust created herein; and/or (3) to remove, to preclude the appointment of, and/or to replace any Executor or Co-Executor of this Will and/or any Trustee or Co-Trustee of any trust created in this Will; except as otherwise provided in this Item, each such power shall be exercised in a written instrument executed by each such person or, in the case of an entity, by a duly authorized officer of such entity, before a notary public, and a copy of such executed instrument shall be delivered in accordance with the provisions of the paragraph of this Will that addresses the giving of Notices. Any person, including any entity, who or which shall have the right to appoint

one or more successor fiduciaries or co-fiduciaries pursuant to this Will also shall have the right to revoke any such appointment made by such person and/or to remove and replace, or preclude the appointment of, any fiduciary so appointed by such person.

(b) If at any time more than one person is serving as Executor of this Will and/or more than one person is serving as Trustee of any trust created herein, any Executor of this Will and/or any Trustee of such trust may give any other Co-Executor of this Will or Co-Trustee of such trust power of attorney, by written instrument, to act for or to sign any document in the name of the Executor or Trustee giving such power of attorney, provided such act is one that a fiduciary may properly delegate, and any action taken pursuant to such power of attorney shall be valid for all purposes as if done or signed in person by the Executor or Trustee giving such power of attorney. Any such power of attorney may be general or may be limited to certain acts or instruments or may contain conditions and restrictions and may be changed or revoked at any time by the Executor or Trustee who gave such power, giving written notice of its change or revocation to the Co-Executor or Co-Trustee to whom such power is given.

(c) Unless otherwise provided herein to the contrary, if at any time more than two persons shall serve together as Co-Executors of this Will and/or as Co-Trustees of any trust created herein, (1) all decisions shall be made by a majority vote of the then serving Co-Executors and/or Co-Trustees hereunder, and (2) any writing signed by the persons who constitute a majority shall be as valid and effective for all purposes as if signed by all Co-Executors and/or by all Co-Trustees.

(d) With the exception of the power to appoint one or more successor fiduciaries and one or more co-fiduciaries, which powers are personal to certain individuals named or described elsewhere in this Will, all successor Executors and Trustees shall have all the powers, authorities, and duties granted herein as if originally named Executor or Trustee, and no successor Executor or Trustee shall be required to inquire into or audit the acts or actions of the predecessor Executor or Trustee or to make any claim against such predecessor Executor or Trustee.

(e) Each Fiduciary herein named and each successor Fiduciary may resign without the order of any officer or court and without the consent of any beneficiary of any provision of this Will or of any trust created herein upon giving all Interested Parties thirty (30) days advance written notice of such Fiduciary's intention to resign from such executorship, co-executorship, trusteeship, and/or co-trusteeship.

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(f) In lieu of any compensation that may be provided by statute or otherwise by state law, and subject to the further limitations contained in the following paragraph of this Item, all persons serving as an Executor of this Will and/or as a Trustee of any trust created herein shall be entitled to receive, but shall not be required to accept, reasonable compensation from my estate and/or from such trust for all services provided to my estate or to such trust, taking into consideration the value and nature of the assets of my estate and/or of such trust, the nature of the services rendered, and the time and responsibilities involved in performing such services. No Executor of my estate and no Trustee of any trust created herein shall be required to obtain court approval of any compensation paid pursuant to the provisions of this Will. In addition, each Executor and Trustee shall be entitled to be reimbursed from my estate or from the trust in question for all expenses reasonably incurred in connection with his/her/its services to my estate and/or to such trust.

(g) If at any time any attorney, accountant, or other individual whose business activities include providing fiduciary services (a "**Professional Fiduciary**") is serving as an Executor of this Will and/or as a Trustee of any trust created herein, (1) the law firm, accounting firm, or other similar firm or business entity of which such attorney, accountant, or other professional fiduciary is a member or otherwise is associated (the "**Professional Fiduciary's Firm**") shall be authorized to provide professional services to my estate and/or to any such trust, and (2) in lieu of paying Executor's or Trustee's commissions to the Professional Fiduciary, my estate or such trust shall pay such Professional Fiduciary's Firm's reasonable fees for all services provided according to such firm's customary fees for such services, taking into consideration the value and nature of the assets of my estate and/or of such trust, the nature of the services rendered, and the time and responsibilities involved in performing such services. The provisions of this paragraph shall not reduce or restrict the amount of commissions that may be paid to any descendant of mine for his/her services as an Executor of this Will and/or as a Trustee of any trust created herein.

(h) To the extent permitted by applicable law, the powers granted in this Item to appoint successor and co-fiduciaries shall be exercisable without any requirement of obtaining a court order to ratify or confirm such appointment(s).

(i) Subject to any restrictions that otherwise may be contained in this Will, during such time as there shall be one or more vacancies in the position of Co-Executor of this Will and/or Co-Trustee of any trust created herein, the then serving Co-Executor(s) and/or Co-Trustee(s) shall have the power to take all actions and to execute such instruments as such then serving Executor(s) and/or Trustee(s), in his/her/its/their discretion, shall determine to be

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necessary for the proper administration of my estate and/or each such trust until such time as the appointment of any successor Co-Executor(s) and/or successor Co-Trustee(s) become(s) effective.

(j) An individual shall be deemed to be unable or unwilling to serve or to continue serving as a Designated Trustee, an Executor of this Will, and/or a Trustee of any trust created herein (each an "**Appointee**") and/or to accept a position as a successor Appointee in the event of a subsequent vacancy in the position of such Appointee if: (1) such individual dies, is adjudicated incompetent by a court of competent jurisdiction, notifies all Interested Parties of his/her inability or unwillingness to serve or to continue serving as such Appointee, or otherwise fails to accept his/her appointment as such Appointee; (2) two licensed medical doctors who are familiar with the physical and mental condition of such individual determine in a written instrument, a copy of which shall be delivered to all Interested Parties, that such individual at the time in question is unable or unwilling to serve or to continue serving in such position; (3) a court having jurisdiction over my estate or the trust in question determines for any reason that such individual is unable or unwilling to serve or to continue serving as such Appointee; or (4) such individual shall be ineligible to serve in such position pursuant to any provision of this Will.

(k) The authority, if applicable, of the law firm of ABRAMS, DAVIS to appoint one or more Appointees or successor Appointees shall be exercised by the vote of a majority of the members of the Executive Committee (or similar governing body) of said law firm, and said vote shall be memorialized in a written instrument that shall be executed by the Managing Partner of said law firm (or by any other person authorized by said law firm to record such a majority vote) before a notary public, and a copy of such executed instrument shall be delivered in accordance with the provisions of this Will regarding Notices. If, pursuant to any provision of this Will, ABRAMS, DAVIS shall be authorized to appoint an Appointee and/or a successor Appointee, ABRAMS, DAVIS also shall be authorized to appoint additional successors to fill any subsequent vacancy that may occur in any such position, provided no other successor who is able and willing to fill such position otherwise has been effectively appointed pursuant to the provisions of this Will to fill such vacancy.

ITEM XVI

DEFINITIONS OF TERMS USED IN THIS WILL/MISCELLANEOUS PROVISIONS

All of the following definitions and miscellaneous provisions shall apply to this Will; provided, however, if any term is defined herein and is not used elsewhere in this Will, such term shall be given no effect in this Will, and the fact that such term is defined herein shall not give rise to any presumption that such term was intended to be used in this Will. Moreover, if a



capitalized term is used in this Will and is not here or elsewhere defined, such term shall be given no effect in this Will, and the fact that such term was used without definition in this Will shall not give rise to any presumption that such term was intended to be defined in this Will.

(a) Except as otherwise expressly provided in this Will to the contrary, all notices, requests, or other communications required or permitted in this Will (each a "**Notice**" and collectively "**Notices**") shall be in writing and shall be deemed to have been duly given (1) if delivered in person, (2) if mailed postage prepaid, by certified or registered mail with return receipt requested, (3) if transmitted by telex, e-mail (provided receipt thereof has been expressly acknowledged by the intended recipient), or facsimile, or (4) if sent by Federal Express or other nationally recognized overnight courier service or overnight express U.S. Mail, postage prepaid, to the last known address of each Interested Party or of such other person(s) designated in this Will to receive such Notice. Notices personally delivered or transmitted by telex, e-mail, or facsimile shall be deemed to have been given on the date so delivered or transmitted. Notices mailed shall be deemed to have been given on the date three (3) business days after the date posted and Notices sent in accordance with clause (4) above shall be deemed to have been given on the next business day after delivery to the courier service or U.S. Mail (in time for next day delivery).

(b) Unless otherwise directed in this Will, all references to "**child**" or "**children**" mean legitimate lineal descendants in the first degree of the parent designated; and all references to "**issue**" and "**descendants**" mean legitimate lineal descendants in the first, second, or any other degree of the ancestor designated. For purposes of the foregoing definitions, the following interpretive rules shall apply:

(1) A child adopted on or before such child's eighteenth (18th) birthday shall be considered in this Will as the legitimate lineal descendant of the adopting parent or parents and of anyone who is by biology or adoption an ancestor of the adopting parent or of either of the adopting parents and shall not be considered issue of the adopted child's biological parents or of anyone who is by biology or adoption an ancestor of either biological parent (unless such ancestor is also an ancestor of either of such child's adopting parents); provided, however, that a child who is adopted on or before such child's eighteenth (18th) birthday by a spouse of one of such child's legitimate parents, by biology or previous adoption, shall be considered issue of such biological or prior adoptive parent as well as issue of the newly adopting parent.

(2) Except as expressly provided in subparagraph (b)(1) next above, a child born out of wedlock shall be considered in this Will as the "**legitimate**" lineal descendant

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of such child's biological mother and of anyone who is by biology or adoption an ancestor of such child's biological mother. A child born out of wedlock shall be considered in this Will as the "legitimate" lineal descendant of such child's biological father and of anyone who is by biology or adoption an ancestor of such child's biological father only if (A) such biological father acknowledges such child as his legitimate child by written, notarized instrument executed by such biological father specifically declaring such child to be such biological father's legitimate child, or (B) such biological father subsequently marries such child's biological mother.

(c) All references to a designated person's "siblings" shall refer to those persons (other than the designated person) who are the children of either or of both of the parents whose child is the designated person.

(d) Except as provided in paragraph (e) of this Item below to the contrary, a child in gestation at the time of an event who is later born alive shall be deemed to be "in being," "living," or "surviving" at the time of such event.

(e) All references to the "Vesting Date," when applied to the administration of a given trust created in this Will (the "Applicable Trust") and any trusts that may be created through the exercise of a power of appointment over any assets of the Applicable Trust ("Secondary Trusts"), shall have the effect described in subparagraph (e)(1) or (e)(2) of this paragraph, whichever shall be applicable.

(1) If no Rule Against Perpetuities is in effect under the state law applicable to the Applicable Trust, then, as applied to the Applicable Trust and all Secondary Trusts created from the Applicable Trust, all references in this Will to a "Vesting Date" shall be void and of no effect, and no provision of this Will shall impose a mandatory vesting date upon the Applicable Trust or upon any such Secondary Trusts.

(2) If a Rule Against Perpetuities is in effect under state law applicable to the Applicable Trust, all references to the "Vesting Date" with respect to the Applicable Trust and with respect to all Secondary Trusts created from the Applicable Trust shall refer to the last to occur of the following days:

(A) The day preceding the twenty-first (21st) anniversary of the death of the survivor of those who are living (excluding any person then in gestation) at my death among the issue of my parents; and

(B) If the Rule Against Perpetuities applicable to the Applicable Trust provides an alternate mandatory trust vesting date that does not rely on the

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measure of lives-in-being, the last day the Applicable Trust may vest without violating such alternate mandatory trust vesting date.

(f) All references to a "**Rule Against Perpetuities**" shall refer to any state law that requires a trust to vest in its beneficiaries prior to the passage of a specified period of time.

(g) All references to section(s) and/or chapter(s) of the Internal Revenue Code are to section(s) and/or chapter(s) of the Internal Revenue Code of 1986 presently in force or as such section(s), chapter(s), and/or code, from time to time, hereafter may be amended or superseded. All references to section(s), title(s), and chapter(s) of the Official Code of Georgia Annotated are to section(s), title(s), and chapter(s) of the Official Code of Georgia Annotated presently in force and, if permitted by applicable law, as such section(s), title(s), and/or chapter(s) from time to time hereafter may be amended or superseded.

(h) All references to "**education**" shall refer to the education of the beneficiary in question at any available level at any formal educational institution, whether or not accredited, including preschool, elementary, secondary, trade, vocational, college, and postgraduate schools, and shall include, but shall not be limited to, such expenses as tuition, books, laboratory fees, educational equipment and supplies, private lessons, counseling, housing, board, travel to and from the educational institution in question, and all such other expenditures as my Executor and/or Trustee may deem appropriate to enable the beneficiary in question to further his/her formal education.

(i) All references to the law firm of "**ABRAMS, DAVIS**" shall refer to ABRAMS, DAVIS, MASON & LONG, LLC, Atlanta, Georgia, and to all law firms, including partnerships, limited liability companies, and professional corporations or associations, into which said law firm shall be merged or consolidated, or which may succeed it.

(J) The term "**Inclusion Ratio**" shall refer to the federal generation-skipping transfer tax inclusion ratio as defined in I.R.C. Section 2642(a); provided, however, if the term "Inclusion Ratio" has no applicability to the trust in question at the time in question due to the prior repeal of Chapter 13 of the Internal Revenue Code, the "Inclusion Ratio" of the trust in question shall be deemed to equal zero (0).

ITEM XVII

EXERCISE OF POWERS OF APPOINTMENT CREATED IN THIS WILL

In determining whether any donee of a testamentary power of appointment created in this Will has effectively exercised any such power, the Trustee of the trust over which the donee has such power shall be protected (1) in relying upon an instrument



admitted to probate in any jurisdiction as the last will and testament of the donee in question, or (2) in the event the Trustee has no notice of the existence of a last will and testament of such donee within six (6) months following such donee's death, in acting upon the assumption that the donee in question died intestate.

ITEM XIX

ADMINISTRATION OF THE MARIAN V. JOHNSON LIFE TRUST

If, pursuant to any provision of this Will, a Life Trust is to be established for the exclusive benefit of my sister-in-law, MARIAN V. JOHNSON ("**MARIAN**") (such trust is referred to in this Item as "**MARIAN's Life Trust**" or as a "**Life Trust**"), my Trustee shall manage, invest, and reinvest the assets of such Life Trust and shall distribute the income and principal of such Life Trust as follows:

(a) Until MARIAN's death for whose exclusive benefit the Life Trust is established, my Trustee shall be authorized to distribute to or for MARIAN's benefit as much of the income and/or principal of MARIAN's Life Trust as my Trustee deems necessary or advisable to provide for MARIAN's health, maintenance, and support in accordance with MARIAN's accustomed standard of living; provided, however, the existence of the authority to make distributions shall not require my Trustee to make any distribution to or for MARIAN's benefit. In making distributions from MARIAN's Life Trust, the Trustee shall take into consideration MARIAN's other income and assets and of trusts known to my Trustee of which MARIAN is then a beneficiary; provided, however, MARIAN shall not be required to dispose of assets that my Trustee deems appropriate for MARIAN to retain in order to be eligible for distributions from such Life Trust. In creating MARIAN's Life Trust, my primary desire is that MARIAN be suitably maintained in accordance with the standards set out in this paragraph during MARIAN's lifetime rather than that the principal of MARIAN's Life Trust be preserved until the time for the termination of such trust, and my Trustee shall be guided by this desire in making distributions from such Life Trust. The income of MARIAN's Life Trust that is not distributed in accordance with the foregoing provisions of this paragraph shall be accumulated and added to the principal of such Life Trust.

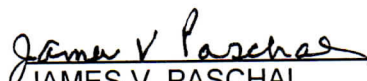
(b) Upon MARIAN's death, MARIAN's Life Trust shall terminate, and all property then remaining in such Life Trust shall be shall be distributed in accordance with the provisions of paragraph (b) of **Item IV** but with the date of determining beneficiaries being the date of Miriam's death rather than the date of my death.



ITEM XX
NO CONTEST CLAUSE

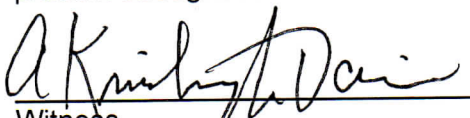
Should any beneficiary contest or initiate proceedings to contest the validity of this Will or any provision herein or to prevent any provision herein from being carried out in accordance with its terms (whether or not in good faith and with probable cause), then all bequests, devises and interests, whether vested or contingent, provided for such contesting beneficiary in this Will are revoked and annulled. Such benefits, if not a part of the residue of my estate, shall go over to and become a part of the residue of my estate. If such contesting beneficiary is a beneficiary under any Item of this Will which disposes of the residue of my estate, such contesting beneficiary shall cease to be a member of the class of beneficiaries to whom distributions are required or permitted to be made under such Item. Upon the final division and distribution of the property passing under such Item, the share to which such contesting beneficiary would otherwise have been entitled shall be held and distributed as if such contesting beneficiary had died immediately prior to such division. Any generation-skipping transfer tax which might arise pursuant to this Item shall be paid from such share. If all of the persons who are beneficiaries of the residue of my estate join in such contest or proceeding, such residue shall go over and be distributed pursuant to Item VI of my Will.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Last Will and Testament and published this my Will, all in the presence of the undersigned witnesses, this 3rd day of November, 2008.



JAMES V. PASCHAL (SEAL)

The foregoing was signed, sealed, published, and declared by the Testator, JAMES V. PASCHAL, as and for the Testator's Last Will and Testament in our presence, and we, at the Testator's request and in the Testator's presence, and in the presence of each other, believing the Testator to be of sound and disposing mind and memory, hereunto subscribe our names as witnesses the day and year above set out, all of us, including the Testator, being present throughout the execution of the Will.



Witness

1100 Peachtree Street, Suite 2860
Atlanta, Georgia 30309-4530

Address



Witness

3618 Potomac Dr. Et. Point GA 30344

Address

STATE OF GEORGIA

COUNTY OF Fulton

Before me, the undersigned notary public, duly authorized to administer oaths, on this day personally appeared JAMES V. PASCHAL, A. Kimbrough Davis, and Fitzgerald Smith, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, JAMES V. PASCHAL, Testator, declared to me and to the said witnesses in my presence that said instrument is the Testator's Last Will and Testament and that the Testator willingly made and executed it as the Testator's free act and deed for the purposes therein expressed. The witnesses, each on oath, stated to me in the presence and hearing of the Testator that the Testator declared to them that the instrument is the Testator's Last Will and Testament and that the Testator executed the same as such and wanted each of them to sign it as a witness; and upon oath each witness stated further that he/she did sign the same as a witness in the presence of the Testator and at the Testator's request; that the Testator was at that time fourteen (14) years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen (14) years of age.

James V Paschal (SEAL)
JAMES V. PASCHAL

Testator

A Kimbrough Davis (SEAL)
Witness

Fitzgerald Smith Jr (SEAL)
Witness

Sworn to and subscribed before me by JAMES V. PASCHAL, Testator, and sworn to and subscribed before me by A. Kimbrough Davis and Fitzgerald Smith, witnesses, on the 3rd day of November, 2008 and notarized by me on said date.

Kristy L. Tapley
Notary Public

(NOTARIAL SEAL)

My commission expires:

NOTARY PUBLIC
Douglas County Georgia
Kristy L. Tapley
My commission expires
February 4, 2011