BOOK 7527 PAGE 258

24920

LAST WILL AND TESTAMENT

OF

J. JOSEPH COHEN

IDENTIFICATION REFERENCE

APR 27 11 17 AM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

RUSH

I, J. JOSEPH COHEN, a resident of Fulton County, Georgia, do make and publish this my Last Will and Testament and hereby revoke all previous Wills and Codicils made by me.

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ITEM I

At the time of the execution of this Will, my immediate family group consists of the following:

My wife . . . . . BETTY A. COHEN

My son . . . . . BRENT M. COHEN

My son . . . . . J. JOSEPH COHEN, JR.

My son . . . . . JOHN S. COHEN

My son . . . . . DAVID W. COHEN

References in this Will to a "child," "children" and my "lineal descendants" shall include only my sons, BRENT M. COHEN, J. JOSEPH COHEN, JR., JOHN S. COHEN and their lineal descendants, and shall specifically exclude my son, DAVID W. COHEN, and his lineal descendants.

ITEM II

For purposes of this Will, the following terms shall have the following meanings:

A. "Code": Internal Revenue Code of 1954, as now or hereafter amended.

B. "Exemption Equivalent": The maximum amount provided under the rate schedule in Code Section 2001(c) with respect to which the tentative tax is to be computed that will result in the computation of a tentative tax equal to the maximum credit allowed to my estate under Code Section 2010 in the year of my death.

C. "Net Exemption Equivalent": The amount equal to the Exemption Equivalent, minus the total of my "adjusted taxable gifts," as defined in Code Section 2001.

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D. "Gross Estate" and "Taxable Estate": The values finally determined for federal estate tax purposes in accordance with Code Sections 2031 and 2051, respectively.

E. "Adjusted Gross Estate": The value of my Gross Estate reduced by the aggregate amount of deductions allowed to my estate under Code Sections 2053 and 2054.

ITEM III

I desire and direct that my body be buried in a suitable manner and a suitable memorial erected, but without unnecessary expenses or extravagances, and the entire cost of such memorial along with perpetual care thereof shall be borne by my estate and paid by my Executors. I direct my Executors to pay out of the assets of my estate all costs of my last illness, all my funeral expenses, all my legally enforceable debts when due and all costs of administration of my estate.

I further direct my Executors to pay out of the property of my residuary estate, all estate, inheritance, transfer and succession taxes, including interest and penalties thereon, that may lawfully be assessed by reason of my death. I hereby waive on behalf of my estate any right to recover any part of such taxes or penalties from any person, including any beneficiary of insurance on my life and anyone who may have received from me or from my estate any property that is taxable as part of my estate.

ITEM IV

All of the furniture and household furnishings in the home occupied by my wife and me belong to her.

A. I give and bequeath all of my clothing, jewelry, personal effects, all of my other articles of personal use or adornment and all of my automobiles kept for family or personal use to my wife, if she survives me; otherwise, I give and bequeath all of the above property plus any furniture and household furnishings that I may have inherited from my wife or may otherwise own at the time of my death to my surviving children, to be divided equally among them as they may determine, but if they fail to agree upon such division within six (6) months after my death, then as my Executors shall determine.

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B. Notwithstanding anything in this ITEM to the contrary, if I leave a list regarding the disposition of my personal property with my Executor or attached to this Will at the time of my death, then it is my wish and desire that my personal property be distributed in accordance with such list. I understand that any such list will be precatory only and will not be binding upon my Executor.

ITEM V

A. If my wife survives me, I give, devise and bequeath to her an amount, referred to as the "Marital Bequest," equal to 1 minus 2 below:

1. The value of my Adjusted Gross Estate reduced by the sum of my Net Exemption Equivalent and the amount, if any, allowed to my estate as a charitable deduction under Code Section 2055.

2. The aggregate value of all interests in property, if any, which pass to my wife under any other provisions of this Will or which have already passed to her or for her benefit otherwise than under this Will, by operation of law, through life insurance policies or otherwise, but only to the extent that such interests are included in determining my Gross Estate and qualify for the marital deduction under Code Section 2056.

B. All the property included in my estate at the time of my death that is assigned or conveyed in kind to satisfy the Marital Bequest shall be valued for such purpose at the value as finally determined for federal estate tax purposes. In allocating any property included in my estate, or any undivided interest therein, to the Marital Bequest, my Executors are directed to allocate property, including cash, that is fairly representative of the appreciation and depreciation in value, from the date or dates of federal estate tax valuation to the date or dates of distribution, of all property in my estate available for distribution in satisfaction of the Marital Bequest.

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C. My Executors shall allocate to the Marital Bequest only property that qualifies for the marital deduction under Code Section 2056. Furthermore, to the extent that other assets are available, my Executors shall not allocate to the Marital Bequest any property for which a credit is allowable for any foreign taxes paid.

ITEM VI

All the rest, residue and remainder of my property, of whatsoever kind and wheresoever situated (including all lapsed legacies and devises, but expressly excluding any property over which I may have at the time of my death a power of appointment that is not expressly exercised in this Will) I give, devise and bequeath to the Trustees in trust for the uses and purposes hereinafter set forth. The Trustees shall divide this trust fund into equal, separate shares so as to provide one share for each child of mine (other than my son, DAVID W. COHEN) then living and one share for the then living lineal descendants, per stirpes, of each then deceased child of mine (other than my son, DAVID W. COHEN). Each individual for whom a share or a per stirpes portion of a share is allocated shall hereinafter be referred to as a "Beneficiary." The share or per stirpes portion of a share allocated to each such Beneficiary shall constitute and be administered as a separate trust and shall hereinafter be referred to as a "Residuary Trust." If my wife survives me but none of my descendants survive me, then a single Residuary Trust shall nevertheless be created and held for the benefit of my wife as provided in Paragraph A below, and distributed upon her death as provided in the next ITEM of this Will. Separate books and records shall be kept for each of the trusts so created, but it shall not be necessary that physical division of the assets be made as to each trust. The income and corpus of each Residuary Trust shall be held, administered and disposed of as hereinafter provided.

A. If my wife survives me, then during her lifetime, the Trustees shall distribute to her or for her benefit: (a)

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all of the income of the Residuary Trusts, quarter-annually or more frequently at intervals convenient to my wife and the Trustees; plus (b) so much of the corpus of the Residuary Trusts, in equal amounts from each share constituting one or more Residuary Trusts, as the Trustees may deem necessary or advisable for her maintenance in health and reasonable comfort. During the lifetime of my wife, the Trustees shall also distribute to or for the benefit of the Beneficiary of each Residuary Trust and his or her descendants, so much of the remaining corpus of such trust, as the Trustees may deem necessary or advisable for their emergency health care.

B. Upon the death of my wife, if she survives me, or upon receipt of the Residuary Trust fund by the Trustees if she does not survive me, the Trustees shall distribute outright each Residuary Trust, as then constituted, including any undistributed income, to the Beneficiary of that Trust.

C. Each Residuary Trust shall terminate as to the Beneficiary thereof upon the earlier of the date when all of the Residuary Trust of such Beneficiary shall have been so distributed or the date of the death of the survivor of such Beneficiary and my wife.

D. If any Beneficiary shall die before complete distribution of his or her Residuary Trust, then upon the death of the survivor of such Beneficiary and my wife, the corpus of the Residuary Trust of such Beneficiary as then constituted, including any undistributed income, shall be forthwith distributed to his or her then living descendants equally per stirpes, or, if none, then equally per stirpes to his or her brothers and sisters who are lineal descendants of mine, or if none, then to my then living descendants equally per stirpes, or if none, then as provided in the next ITEM of this Will; provided, however, that no distribution shall be made pursuant to this Paragraph D to my son, DAVID W. COHEN, nor to any of his lineal descendants; and provided, further, that any portion otherwise distributable to a descendant of mine, for whom any property is then being

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held in trust under this Will shall be added to such trust; and provided, further, that if any portion shall become distributable to a person who has not attained the age of twenty-one (21) years for whom no property is then being held in trust under this Will, then such portion shall immediately vest in such person but the Trustees shall retain possession thereof until such person attains the age of twenty-one (21) years, and in the meantime, the Trustees shall use and expend so much of the income and corpus of such retained portion as may be necessary or advisable for the educa- tion and maintenance in health and reasonable comfort of such person. Any income not so expended shall be added to the corpus of such retained portion. The Trustees shall have, with respect to each such retained portion, all of the power and discretion had with respect to any of the trusts established under this Will.

ITEM VII

Throughout our lifetimes, my wife and I have made major contributions for the support, maintenance and welfare of my son, DAVID W. COHEN, which far exceeded such contributions for my other children. Accordingly, I make no provision for my son, DAVID W. COHEN, nor any of his lineal descendants, whatsoever in this Will.

ITEM VIII

A. Any share or portion of a share of any trust created hereunder or any other property of mine that is not disposed of under any other provision of this Will shall go and be distributed as follows:

1. One-third (1/3) to my son, BRENT M. COHEN, per stirpes;

2. One-third (1/3) to my son, J. JOSEPH COHEN, JR., per stirpes; and

3. One-third (1/3) to my son, JOHN S. COHEN, per stirpes.

B. If none of the persons entitled to receive distributions of property pursuant to one of the numbered

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subparagraphs of Paragraph A of this ITEM are living at the time such distribution is to be made, then the property to be distributed as provided in such subparagraph shall be allocated and distributed to and among the persons described in the other numbered subparagraphs of said Paragraph A in proportion to the portions initially allocated to them as provided in said Paragraph A.

C. If neither my sons, BRENT M. COHEN, J. JOSEPH COHEN, JR., JOHN S. COHEN, nor any of their lineal descendants are living at the time distributions are to be made as provided in Paragraphs A and B of this ITEM, then all of such property shall go and be distributed to the Atlanta Jewish Federation, Atlanta, Georgia.

ITEM IX

A. For all purposes of this Will, it shall be conclusively presumed that my wife survived me if she and I die under such circumstances that the order of our deaths cannot be established by proof.

B. The provisions made in this Will for my wife are in lieu of year's support.

C. The interest of any beneficiary in the income or corpus of my estate or of any trust created hereunder shall not be subject to assignment, alienation, pledge, attachment or claims of creditors and may not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary, except as may be otherwise expressly provided herein.

D. If any trust created hereunder shall violate any applicable rule against perpetuities, accumulations or any similar rule or law, the Trustees are hereby directed to terminate such trust on the date limited by such rule or law, and thereupon the property held in such trust shall immediately vest in and be distributed to the persons then entitled to share the income therefrom in the proportions in which they are then entitled to share such income, notwithstanding any provision of this Will to the contrary. No power of appointment granted hereunder

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shall be exercised so as to violate any such applicable rule or law and any attempted exercise of any such power which violates same shall be void, notwithstanding any provision of this Will to the contrary.

E. Any property bequeathed or devised hereunder, either outright or in trust, subject to any mortgage, lien or other encumbrance, shall be taken by the legatee, devisee or Trustee of such property subject to such mortgage, lien or other encumbrance.

F. Use of pronouns in any form wherever they appear in this Will shall be read as either masculine, feminine or neuter, and as either singular or plural, whenever the context and facts permit such construction.

G. If any provision of this Will shall be unenforceable, the remaining provisions shall nevertheless be carried into effect.

ITEM X

A. I appoint my wife, BETTY A. COHEN, and my son, BRENT M. COHEN, as the Executors of this Will and as Trustees of any trusts created hereunder. If either my wife or my son BRENT shall fail, cease or otherwise be unable or unwilling to serve hereunder in either or both such capacities, then my sons, JOHN S. COHEN and JAY JOSEPH COHEN, shall serve in his or her place and stead as Executors and/or Trustees hereunder, along with the then serving Executor and/or Trustee, or alone, if there is no then serving Executor and/or Trustee.

B. If at any time there shall be only one Executor or Trustee qualified and acting hereunder, said Executor or Trustee shall have full powers of administration of my estate and the trusts established under this Will, including without limitation all powers, privileges and exemptions specified in the next ITEM of my Will.

C. If at any time there is no individual Trustee then serving hereunder, a majority of the adult beneficiaries entitled to receive income distributions from any trust created

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hereunder and the guardians of any minor beneficiaries entitled to receive income distributions from such trust shall have the power, exercisable at any time or times, by an instrument in writing specifically referring to this power, to appoint a trust company or banking institution with trust powers (hereinafter referred to as a "Corporate Fiduciary") or an individual to serve as the Trustee hereunder.

D. A majority of the adult beneficiaries entitled to receive income distributions from any trust created hereunder and the guardians of any minor beneficiaries entitled to receive income distributions from such trust shall have the power, exercisable at any time or times, by an instrument in writing specifically referring to this power, to remove any then serving Corporate Fiduciary and in its place appoint another Corporate Fiduciary as a Trustee hereunder.

E. Except as may be otherwise agreed upon, any then serving Corporate Fiduciary shall receive compensation for its services in accordance with its schedule of fees in effect when such services are performed. In the sole discretion of the Trustees, such compensation may be charged currently or deferred.

F. Any Executor or Trustee may renounce the appointment at any time by giving written notice, or may resign at any time by giving thirty (30) days' prior written notice, to each then living adult income beneficiary hereunder and to the natural or legal guardian, if any, of each then living minor income beneficiary, as well as to any other fiduciary acting in a like capacity.

G. Any reference in this Will to the words "Executors" or "Trustees," shall also include the singular thereof and any successor thereto and shall be read as either masculine, feminine or neuter whenever the context and facts permit such construction.

H. Any successor Executors or Trustees qualified and acting hereunder shall have all the title, privileges, powers, exemptions and duties of the original Executors and Trustees.

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I. No successor Executor or Trustee shall be required to inquire into or audit the acts or doings of any predecessor Executor or Trustee or to make any claim against any such predecessor Executor or Trustee or his or her estate.

J. All Executors and Trustees hereunder are relieved from any obligation to file or make any bond, inventory, appraisement, return or report to any court. Upon request, all Executors and Trustees shall render not more frequently than annually a statement to income beneficiaries and beneficiaries with vested remainder interests showing the condition of the estate and the trusts hereunder and the receipts and disbursements during the preceding twelve (12) months.

K. Any individual Trustee may delegate such powers and discretion with respect to any trust created under this Will to any then serving Co-Trustee, if there is one, as managing Trustee to act until the delegation is revoked. Any act done or instruments executed by the managing Trustee shall have the same effect as if it were done or executed by all of the Trustees and may be so considered by any person dealing with the Trustees.

L. Any individual Trustee holding any power under the terms of this Will may, in the discretion of such individual Trustee, release such power insofar as such individual Trustee is concerned either in whole or in part, by written instrument duly executed and acknowledged by such individual whereupon such power shall no longer exist respecting such individual Trustee.

ITEM XI

A. My Executors and the Trustees of each trust created hereunder and their successors and survivors in office, sometimes herein referred to as the "Fiduciaries," shall have the following privileges, powers, exemptions and duties, in addition to those now in effect or hereafter conferred by statute or case law in the State of Georgia, and shall, without order of any court, have the power:

1. To sell or exchange trust or estate property at public or private sale, for cash or upon terms, with or without advertisement.

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2. To maintain, repair, rebuild, improve or lease (as lessor or lessee) any real estate and to grant or receive options to purchase property; and a lease or option may be made for a term that may extend beyond the administration of my estate or the period of any trust created hereunder; to insure any such real estate against fire or other risk; and to subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

3. To exercise any options, rights and privileges with respect to any stocks, bonds, debentures, notes, mortgages, and other similar property; to convert such property into similar property; to subscribe for additional property and to hold any such property so acquired as investments of my estate or any trust created hereunder so long as the Fiduciaries shall deem advisable.

4. To retain any property owned by me, including any stock in any Corporate Fiduciary serving under this Will, to invest and reinvest in stocks whether common, preferred or otherwise, bonds, loans, securities, or other property, real or personal, or in any common trust fund of any Corporate Fiduciary serving under this Will, without regard to any statute or rule of law now or hereafter in force limiting the class of investments and without liability for failure to diversify investments; and to register any securities in their own names, or in their names as Executors or Trustees, or in the names of nominees, with or without indicating the fiduciary character of such investments and to hold uninvested any moneys as they may deem proper and for such periods as they may deem expedient, all without any obligation to diversify, it being my intention to give the Fiduciaries the same power of investment and reinvestment which I myself possess with respect to my own funds.

5. To hold any monies in cash or to deposit the same in any bank organized under the laws of any state or of this or any foreign country, regardless of whether such monies may earn interest, for such periods of time as they alone may deem advisable.

6. To foreclose, as an incident to the collection of any bond, note or other obligation, any mortgage, deed of trust, or other lien securing such bond, note or other obligation, and to bid in the property at such foreclosure sale or to acquire the property by deed from the mortgagor or obligor without foreclosure, and to retain the property so bid in or taken over without foreclosure.

7. To borrow with or without security for the protection, preservation or improvement of any estate or trust property or any other purpose that the Fiduciaries may deem proper, including the power to borrow from any Corporate Fiduciary serving under this Will upon reasonable terms, and to secure such indebtedness by pledging or conveying any property by trust or loan deed, or otherwise.

8. To vote stock by themselves or by proxy, to deposit securities with and transfer title to committees representing security holders and to participate in voting trusts, reorganizations and other transactions involving the common interest of security holders; to enter into any plan or agreement for the sale, merger, consolidation, liquidation, recapitalization or other disposition of any estate or trust property subject to this Will or of any corporation issuing securities held as part of my estate or any trust created hereunder and to accept in such transactions any cash, securities or property that the Fiduciaries deem proper.

9. To operate and continue any and all businesses, including proprietorships and partnerships in which I may have

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an interest or which I may be operating at the time of my death; to liquidate or join in the liquidation of any such businesses; to sell or otherwise dispose of the same as going concerns, to incorporate or cause to be incorporated such businesses, to invest in any businesses so incorporated as they shall see fit and to retain stock in any such businesses without liability for depreciation in value; to become or remain a general or limited partner in any new or continuing partnerships and to take such other action as they may deem necessary or proper for the purpose of beginning or continuing the operation or liquidation of such businesses; to employ agents and others (and officers of any Corporate Fiduciary serving under this Will shall be authorized to serve as directors or officers or in other capacities for any such businesses) and to authorize them to manage and operate such businesses, without liability for any of their actions or for any losses or liabilities of the businesses if the management is selected or retained with reasonable care; to pay any such agent or other person (including any Fiduciary hereunder serving as any such officer) such reasonable additional compensation by the businesses or by the estate or trust, or a combination thereof as is commensurate with the time, effort, and responsibility assumed by them in the management and operation of such businesses; and to determine whether the liabilities incurred in the conduct of the businesses are to be chargeable solely to my estate or all or any part of any trusts set aside for use in the business.

10. To carry out the terms of any agreement I may have entered into to sell all or any part of any property or any interest I may own in any business or investment at the time of my death.

11. To receive and accept any gift, devise or bequest from any other person, and any property, assets and funds so received shall be treated as a part of the original corpus of the particular trust fund designated by such donor or testator.

12. To purchase and hold as an investment of any trust created hereunder a policy or policies of insurance on the life of any beneficiary or on the life of any person in whom any beneficiary shall have an insurable interest, naming either a beneficiary or beneficiaries of any such trust or the Trustees as the beneficiary under such policies; to receive such policies as gifts; and to hold and deal with them as the owner thereof.

13. To receive and accept the proceeds of any life insurance policy which may be payable to the Fiduciaries and to treat the proceeds thereof as a part of the original corpus of my estate or any trust created hereunder, and the receipt of the Fiduciaries for the proceeds of any such insurance policy shall constitute a complete, conclusive and final release of the insurance company from any further liability upon such life insurance policy and such insurance company shall have no obligation to inquire into the application of such proceeds by the Fiduciaries.

14. To sell property at a public or private sale to any other trust created by me or my wife during our lifetimes or under her last Will for a consideration equal to the then fair market value of the property sold, notwithstanding the Fiduciaries may be the trustees of the purchasing trust; and to purchase property at a public or private sale from any other trust created by me or my wife during our lifetimes or under her last Will with property from my estate or any trust created hereunder for a consideration equal to the then fair market value of the property purchased, notwithstanding the Fiduciaries may be the trustees of the selling trust.

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15. To employ agents, real estate brokers, auditors, attorneys, accountants or other expert assistants and to pay them a reasonable compensation from fiduciary funds for their services.

16. To compromise, settle or abandon any and all claims for or against my estate or any trust established hereunder, or both, and to rescind or modify any contract affecting either or both, all in such manner and upon such terms as the Fiduciaries deem best.

17. To execute and deliver any written instruments which the Fiduciaries may deem advisable to carry out any powers granted to them. All persons shall be fully protected in relying upon the power of the Fiduciaries to execute every such instrument and no one shall be obligated to see to the application by the Fiduciaries of any money or property received by them pursuant to the execution and delivery of any such instrument.

18. To make any division of my estate or any trust created hereunder or any distribution of any income or corpus thereof in cash or in kind, including any undivided interest therein. Such division or distribution may be made regardless of the income tax consequences to any beneficiary and even though it may be advantageous to one beneficiary and disadvantageous to another. Furthermore, the Fiduciaries' judgment as to the propriety or relative value of any division or distribution and as to the interest of any beneficiary in any asset of my estate, including income in respect of a decedent (Code Section 691), shall be final and conclusive upon all persons interested in this Will and any trusts created hereunder.

19. To be fully protected, when disposing of any portion of any trust created hereunder, in relying upon an instrument purporting to be the last Will of any beneficiary of any such trust, if such instrument shall have been admitted to probate and is valid according to the law of the domicile of such beneficiary, or in acting upon the assumption that such beneficiary shall have died intestate if they shall have no notice of the existence of such beneficiary's Will within three (3) months after his or her death.

20. To make payment, in the sole discretion of the Fiduciaries, in any one or more of the following ways during the minority or physical or mental incapacity of any beneficiary to whom income or corpus from the estate or any of the trusts created hereunder may be paid: (a) to such beneficiary directly; (b) to the guardian, committee, conservator, or other similar official of such beneficiary; (c) to a relative of such beneficiary to be expended by such relative for the education and maintenance in health and reasonable comfort of such beneficiary; or (d) by the Fiduciaries expending the same directly for the education and maintenance in health and reasonable comfort of such beneficiary. The Fiduciaries' determination of the minority or incapacity of any beneficiary shall be final, and the Fiduciaries shall not be responsible for the application of any payment after the same has been made to any person in accordance with the provisions hereof.

21. To determine in their sole discretion what is income or corpus of the estate or any trust and to allocate all receipts, credits, disbursements, expenses and charges to income or corpus as they shall deem proper; provided that any amounts received in cash or in kind from any "regulated investment company," as defined in the Code, that are designated in any way as capital gain dividends or as a return of capital by such company shall be added to the corpus of my estate or of the respective trust. To reasonably determine whether or not amounts paid as

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premiums on the purchase of securities or other property shall be amortized, whether reserves for depreciation, depletion, obsolescence or other amortization shall be established and whether any account shall be taken of discounts. In their discretion, to set up proper and reasonable reserves for taxes, assessments, insurance premiums, depreciation, depletion, obsolescence, amortization, repairs, improvements, and general maintenance of buildings or other property out of rents, profits, or other income received.

22. To select an annual accounting period for my estate and any trust created hereunder; to pay taxes, assessments, compensation of the Fiduciaries and other expenses incurred in the collection, care, administration and protection of my estate or any trust created hereunder; to have the sole and absolute discretion to exercise any rights of election available under or in respect to any tax law, even though the results of such election may be advantageous to one beneficiary and disadvantageous to another, including but not limited to the following situations in which the Fiduciaries may exercise their discretion: (a) to determine for income tax purposes whether an expense incurred upon the sale of property shall be claimed as a deduction or used to offset the amount of the sales price; (b) to elect the alternate valuation dates for federal estate tax purposes; (c) to elect the Code Section 2032A valuation, based upon the use of certain property including farms and real property; (d) to determine whether an expense or other item, such as payment within one (1) year after my death of the expenses of my last illness, shall be claimed as a deduction for income tax purposes; (e) to file income, gift or other tax returns jointly with any other persons; (f) to pay any tax or collect any refund relative to any such returns; and in connection with the foregoing, to make such adjustments, if any, between the income account and the corpus account of my estate or any trust as they shall deem equitable. Furthermore, under no circumstances shall the Fiduciaries be required to exercise any election for the purpose of increasing the maximum amount otherwise allowed as a marital deduction to my estate.

23. If at any time the Trustees then acting as Trustees of any of the trusts created hereunder shall also be acting as trustees of any other trust created by me or by my wife during our lifetimes or by Will, for the benefit of the same persons who are beneficiaries under the trusts created hereunder, which in the opinion of the Trustees, is on substantially the same trusts, terms and conditions as those set forth herein, then the Trustees are expressly authorized and empowered, if in their sole discretion they deem such action desirable, to transfer and merge all of the assets held under the trusts created hereunder to and with such other trust, and thereupon to terminate the trusts created hereunder as separate entities. The Trustees are further expressly authorized and empowered to accept, add to, retain and administer as a part of any trust created hereunder, on the trusts, terms and conditions set forth herein, the assets of any other trust created by me or my wife during our lifetimes or by Will, which may at any time hereafter be transferred to the Trustees hereunder by the trustees of such other trust, pursuant to the powers and authorities given the trustees of such other trust by the instrument creating such trust.

24. To exercise all power and authority after the termination of the trusts until the same is fully distributed.

B. It is not my intention that the assets of any trust created hereunder shall be conserved for the benefit of remaindermen. On the contrary, my primary purpose in creating all

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trusts is to provide for the income beneficiaries. The rights and interests of remaindermen are subordinate and incidental to that purpose. Neither is it my intention to encourage extravagance on the part of any beneficiary or an aversion to work on the part of any beneficiary other than my wife. Therefore, the Trustees, in exercising their discretion as to whether to make distributions of the income or corpus of any trust created hereunder to or for the benefit of any beneficiary for his or her maintenance in health and reasonable comfort, shall take into consideration the standard of living to which such beneficiary was accustomed at the commencement of such trust, and all other income and resources available to such beneficiary for such purposes from all sources known to the Trustees, together with any other factors which the Trustees may deem pertinent. It is also my intention in granting the Trustees discretion to make distributions for the education of a beneficiary, which includes college and professional education, that the Trustees should do all things necessary to assure such beneficiary a reasonable education which includes, but is not limited to, expenditures for tuition, books, lodging, food and a reasonable allowance. However, the failure of any such beneficiary to apply himself or herself to his or her studies, as evidenced by failure to attain passing grades, shall constitute sufficient cause for the refusal on the part of the Trustees to authorize further advancements from income or corpus on account of education.

C. To facilitate my express primary purpose in creating this Will, my Executors are authorized to begin distribution of income or corpus from my estate exactly as if any trust created hereunder had been established at the time of my death. Any such income or corpus so distributed shall be charged against the respective trust or trusts of the income beneficiary when such trust is ultimately funded.

D. It is my intention if my wife survives me, to obtain a marital deduction as provided herein for my estate; therefore, notwithstanding anything to the contrary in this

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Will, any power granted to the Fiduciaries shall be void to the extent that its exercise shall cause my estate to lose all or any part of the tax benefit afforded by the marital deduction under federal or state law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Last Will and Testament in the margin of each of the fifteen (15) preceding pages and in the space below on this signature page, this 4th day of December, 1984.

_____ (SEAL)
J. JOSEPH COHEN

THIS WILL was, in our presence, signed, sealed, published and declared by J. JOSEPH COHEN to be his Last Will. Each of the fifteen (15) preceding pages and this signature page were signed by him in the presence of us, who at his request in his presence and in the presence of each other, do attest and subscribe this Will as witnesses, the day and year last above written, believing him to be of sound and disposing mind and memory.

_____ residing at 1712 N. Rock Spring Rd
Atlanta, GA 30324

_____ residing at 3 Ivy Square
Atlanta, Go 30342

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& LEVICK, P.C.
3400 Powers Ferry Rd., N.W.
Suite 224
Atlanta, Georgia 30339

STATE OF GEORGIA

COUNTY OF FULTON

PROOF OF WILL

Before me, the undersigned authority, on this day personally appeared J. JOSEPH COHEN, John J. O'Connor, III and B. Susan McGlammery, known to me to be the testator and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, J. JOSEPH COHEN, testator, declared to me and to the said witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly made and executed it as his free act and deed for the purposes therein expressed. The witnesses, each on his or her oath, stated to me in the presence and hearing of the testator that the testator had declared to them that the instrument is his Last Will and Testament and that he executed same as such and wanted each of them to sign it as a witness; and upon his or her oath each witness stated that he or she did sign the same as witness in the presence of the testator and at his request; that he was at that time 14 years of age or over and was of sound mind; and that each of said witnesses was then at least 14 years of age.

Testator

Witness

Witness

Sworn to and subscribed before me by J. JOSEPH COHEN, testator, and sworn to and subscribed before me by John J. O'Connor, III and B. Susan McGlammery, witnesses, this 4th day of December, 1984.

Notary Public,
State of Georgia at Large

Notary Public, Georgia, State at Large
My Commission Expires August 28, 1986

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ALTMAN, KRITZER
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6400 Powers Ferry Rd., N.W.
Suite 224
Atlanta, Georgia 30339