Davidson County WILL
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LAST WILL AND TESTAMENT

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04P1792

SHERRIE LOWE SPENCE

BUTTS COUNTY

GEORGIA

What happens if Terry dies?

04P-1792

FILED July 9 2004 AT 11:00A.M.
Probate Court, Butts County, Georgia

I, SHERRIE LOWE SPENCE, of said State and County, being of sound mind and disposing memory, do hereby make, declare and publish this my Last Will and Testament, hereby revoking all other Wills heretofore made by me.

ITEM I

I wish my body buried in a Christian manner and suitable memorial erected and the costs thereof paid out of my estate. or cremated

ITEM II

I hereby will, bequeath and devise all of my property of whatever kind and character and wherever situated to TERRY VANDELINDE, as Trustee, nevertheless in trust for the following uses and purposes:

(a) The purpose of this trust is to provide for any child or children under the age of thirty five years I may have that are alive at my death. My Trustee is directed to take into consideration any other means of support my children may have to the knowledge of my Trustee. My Trustee is to use the income or property of this trust only if the other means of support for my children are insufficient to adequately provide for their need.

(b) My Trustee shall distribute items of tangible personal property held by me for my personal use and enjoyment to my minor or adult children or to anyone or more of them in such manner as my Trustee considers appropriate. This sub-paragraph applies to all living children. If due to the age of my children or for some reason, my Trustee does not consider it feasible to either distribute all of these items, or to retain them for distribution to my surviving children or to any one or more of them at some future time, then my Trustee shall make such disposition

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of these articles as my Trustee considers proper; and, if the Trustee shall sell any of these articles, the proceeds shall become a part of this trust. With respect to items which my Trustee may retain for distribution to a child, my Trustee may store the articles or distribute the articles to a relative or other reliable person for safekeeping upon such terms of non-liability for loss or damage as my Trustee considers proper to be held by the person to whom delivered until the child becomes of such age that he is in a position to enjoy and use the same, and my Trustee and the person to whom articles may be delivered for the benefit of a child may permit the beneficiary to use the same. If my children have reached ages, which in the opinion of my Trustee enables them to exercise a fair and reasonable judgment with respect to a division of these items, then my Trustee shall respect any agreement they may reach. If my Trustee shall make a division and distribution of these articles, it is my desire that my Trustee shall make a reasonable estimate of the value of these items distributed and if, based upon these estimated values, there is not an equal distribution between my surviving children, then equalization shall be achieved with cash. I am fully aware of the difficulties attendant upon the handling and distribution of articles of the type dealt with in this Item, and it is my intention that the decision and action of my Trustee in making a division or otherwise acting under the terms of this paragraph shall be absolutely conclusive.

(c) My Trustee shall invest and reinvest said property and shall use the income therefrom for the comfort, maintenance and education of my children, and my Trustee is further authorized to encroach upon the corpus of this trust for the support and education of my children from time to time as he in his sole discretion may deem necessary.

(d) My Trustee shall have the sole discretion to distribute the income of this trust to my children, according to their respective needs and without regard to whether such distribution is equal between the beneficiaries or not, and my Trustee shall have the power to accumulate all, or so much of the income as he, in his sole discretion may deem necessary for the comfort,

support, maintenance and education of such beneficiaries. Nevertheless, it is my primary desire that my children be supported and educated as well as possible rather than that the corpus of this trust be preserved until its termination, and I wish my Trustee to be guided by this consideration in determining the amount to be used for the support and education of my children.

(e) My Trustee is authorized in his discretion at any time to turn over to my children a portion of the corpus of this trust in his hands to enable them to marry, enter into any business or profession, make an initial payment on the purchase of a residence or any other reasonable purpose. Any money or property turned over to such child under this paragraph shall be deducted without interest from the share of such child on the final termination of this trust, but the Trustee shall not be liable if the share of such child remaining on final distribution is not sufficient to cover any such advance.

(f) When no then living child of mine is less than twenty five years of age, my Trustee shall then divide the property remaining in his hands into as many equal shares as I have children living or children deceased with lineal descendants. My Trustee shall then turn over to each child of mine then living one share to be such child's property, absolutely and in fee simple, and one share to be divided among a deceased child's lineal descendants, subject, however, to the provisions of subparagraph (e) of this Item.

(g) If at any time before the final distribution of this trust, all of the beneficiaries herein named or described should die, and there should be no such beneficiary to take the property or the income therefrom, then the property remaining in the hands of my Trustee shall be divided among the persons who would have been entitled thereto under the laws of descent and distribution of the State of Georgia, if I had died intestate and a resident at the time of the distribution of such property.

ITEM III

The provisions of this Will are made in contemplation of the possible birth or adoption

of a future child or children and shall not be revoked by any such event.

ITEM IV

I hereby name, constitute and appoint TERRY VANDELINDE, as the Executor of this my Last Will and Testament and expressly relieve my Executor or Executors from making any inventory or appraisal of my property, from making any type of returns or reports to any court, and from making any bond.

ITEM V

In the management, care and disposition of my estate and of the Trust created in this Will, I confer upon the Executor of this Will and successors, and upon the Trustee of this Will and successors, the power to do all things and execute such instruments as they may deem necessary and proper, including, though not limited to, the following powers, all of which may be exercised without order of or report to any court;

(a) To acquire, retain, sell, exchange or otherwise dispose of any property at any time held or acquired hereunder at public or private sale, for cash or on terms, with or without advertisement, including the power to make leases as landlord or tenant and to grant options to buy for any term notwithstanding the sooner termination of my estate.

(b) To invest all monies in such stocks, bonds, securities, investment companies or trust shares, mortgages, notes, choses in action, real estate, improvements thereon, and any other property as they may deem best, without regard to any law now or hereafter in force limiting the investment for executors, trustees, or other fiduciaries.

(c) To retain by way of investment any property or choses in action owned by me at the time of my death.

(d) To compromise, settle or adjust any claim or demand by or against said estate or trust, and to agree to any rescission or modification of any contract or agreement affecting such estate or trust.

(e) To renew any indebtedness, as well as borrow money, and to secure the repayment of the same by mortgaging, pledging or conveying any property of such estate or trust.

(f) To vote in person or by proxy any corporate stock or other security and to agree to or take any other action in regard to any reorganization, merger, consolidation, liquidation, bankruptcy or other procedure or proceeding affecting any stock, bond, note or other property.

(g) To use attorneys, real estate brockers, accountants and other agents, if they deem such employment necessary and desirable, and to pay reasonable compensation for their services.

(h) In the distribution of my estate and the division into separate trusts and shares, the Executor and Trustee shall be authorized to make the division in money or in kind or in both, and the division made and the values established by my Executor or Trustee shall be binding and conclusive on all persons taking hereunder. My Executor or Trustee may in making such division allot undivided interests in the same property to several trusts or shares.

(i) Whenever the Trustee is directed to pay any money to or to use any money for the benefit of any minor, the Trustee shall not require the appointment of a guardian, but shall be authorized to pay the same over to such minor without the intervention of a guardian, to pay the same to a legal guardian for such minor, if one has already been appointed, or to use the same for the benefit of such minor.

(j) Whenever the Trustee is directed to distribute any property in fee simple to a person who is then a minor, the Trustee shall continue to hold the share of such minor in trust for such minor until he or she becomes twenty five years of age and in the meantime shall use such a part of the income, or income and corpus of the share of such minor as said Trustee may deem necessary to provide for the proper support and education of such minor.

(k) My Trustee shall furnish a statement of remainder and disbursement at least annually to each person then entitled to income or receiving a distribution of the corpus of my

estate or trust.

(l) To register any stock, bond, or other security in the name of any nominee, without the addition of words indicating that such security is held in a fiduciary capacity; but accurate records shall be maintained showing that such security is a trust asset and the Executor or Trustee shall be responsible for acts of such nominee.

(m) To retain and carry on any business in which I may own an interest at the time of my death; to acquire additional interest in such business; to agree to the liquidation in kind of any corporation in which my estate or trust may have any interest and to carry on the business thereof; to join with other owners in adopting any form of management for any business or property in which the estate or trust may have an interest; to become or remain a partner, general or limited, in regard to such business or property; to incorporate any such business or property and hold the stock or other securities as an investment; and to employ agents and confer on them authority to manage and operate said business, property or corporation, without liability for the acts of any such agents or for any loss, liability or indebtedness of such business, if the management is selected or retained with reasonable care.

ITEM VI

If, at the time of my death, the beneficiaries herein named or described have already died and there should be no such beneficiary specifically named herein to take my property, then such property shall be divided among the persons who would have been entitled thereto under the laws of descent and distribution of the State of Georgia, as if I had died intestate and a resident at the time of the distribution of such property.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, this 14 day of Dec., 1995.

Sherrie Lowe Spence
SHERRIE LOWE SPENCE

Signed, sealed, declared and published by SHERRIE LOWE SPENCE as their Last Will

and Testament, in the presence of the undersigned witnesses, being called individually and specifically by SHERRIE LOWE SPENCE , as witnesses to this Will, SHERRIE LOWE SPENCE first signing the same in our presence, and we then signing in SHERRIE LOWE SPENCE's presence and in the presence of each other.

Name	Address
Karen K Capps	Barnesville, GA
Donna L. Hunt	Griffin, Ga.
Annie Smith	Zebulon, Ga.

IN THE PROBATE COURT OF BUTTS COUNTY

STATE OF GEORGIA

I, Virginia Harrison, Clerk of the Probate Court of Butts County, Georgia, do hereby certify that the foregoing is a true and correct copy of the Last Will and Testament and complete Petition to Probate Will in Solemn Form; Estate No. 2004-0063 in the matter of the Estate of Sherrie S Hill a/k/a Sherrie Lowe Spence, as the same appear on file and of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of said Court this the 26th day of August, 2004.

Clerk of the Probate Court
Butts County, Georgia

I, Vicki W. Johnston, Judge of the Probate Court of Butts County, State of Georgia, the same being a Court of Record and having a Clerk and Seal, and having jurisdiction over probate matters, do hereby certify that Virginia Harrison, who has signed the foregoing attestation, is a duly appointed and qualified Clerk of said Court and that the signature of said Clerk to the said Certificate of attestation is in due form according to the laws of the State of Georgia, and entitled to full faith and credit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the Seal of said Court to be hereunto affixed, this the 26th day of August, 2004.

Judge of the Probate Court
Butts County, Georgia

I, Virginia Harrison, Clerk of the Probate Court of Butts County, Georgia do hereby certify that the Honorable Vicki W. Johnston who has signed the foregoing attestation is the present duly elected and qualified Judge of said Court, and the signature of said Judge to said Certificate is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of said Court this the 26th day of August, 2004.

Clerk of the Probate Court
Butts County, Georgia

STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 03 day of NOVEMBER , 2004 , in the Case Number 04P1792 HILL, SHERRIE S. A/K/A SHERRIE LOWE SPENCE deceased, as same remains of record in Vol. 5722 , Page 1695532 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 04 day of NOVEMBER in the year two thousand four and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

