Davidson County WILL
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20080609-0058642

LAST WILL AND TESTAMENT

OF

MARVIN FRANKLIN JONES

FILED IN OFFICE
5/10/2005 @ 2:20 pm.
Paulding County, Georgia
Probate Court

I, MARVIN FRANKLIN JONES, of Paulding County, Georgia, hereby revoke all prior Wills and Codicils, and make, publish and declare this Last Will and Testament.

ITEM I
Payment of Debts and Funeral Expenses

The lawful debts of my estate including the expenses of my last illness, funeral and placing a marker over my grave and any charitable pledge made by me shall be paid as soon as is reasonably practicable.

ITEM II
Payment of Death Taxes

Except as otherwise specifically provided herein, all estate, inheritance, and other death taxes imposed on my estate shall be paid out of my residuary estate, provided that my Executor shall exercise any right to recover such taxes from the recipients of any property includable in my estate for federal estate tax purposes because of a power of appointment held by me, or by reason of Section 2044 of the Internal Revenue Code of 1986, as amended (the "Code") because a marital deduction was previously allowed.

The income earned on that part of my estate used to pay debts, taxes, expenses, general legacies and other charges against corpus shall be treated as income of my residuary estate.

ITEM III
Tangible Personal Property

A. I give and bequeath all of my jewelry, clothing, household goods, furniture and furnishings, pictures, silverware, objects of art, automobiles and other such personal effects not otherwise disposed of to my surviving children to be divided among them as they select, but if they are unable to agree, in shares determined in the discretion of my Executor to be approximately equal in value.

B. I intend to leave with my Will a list of various items of my jewelry, clothing, and other such personal effects showing the persons to whom I would like them distributed. Although not legally binding, I hope these directions will be followed.

ITEM IV
Personal Residence and Other Real Property

A. I suggest, but do not direct, that the home in which I reside at the time of my death and my vacation home located at 601 Split Rail Row, Highlands, North Carolina, together with the land upon which said homes are located, be sold by my Executor and any proceeds received therefrom be distributed as a part of my residuary estate under Item V of this Will as an original part thereof.

B. I give and devise any interest I may have in my home in Nashville, Tennessee, together with the land upon which said home is located and all contents of the home therein, to my daughter, JEAN J. PASQUALE, for her lifetime, subject to any indebtedness secured thereby, with remainder to my granddaughter, WENDY BETH CATES, outright and free of trust, subject, however, to any indebtedness secured thereby.

During the lifetime of my daughter, JEAN J. PASQUALE, she shall be responsible for the payment of all expenses related to this property, including taxes, maintenance and repair expenses, and insurance premiums, and shall be solely entitled to all income, rights and benefits derived from the property.

My daughter, JEAN J. PASQUALE, is authorized to sell or encumber in whole or in part the entire fee simple title to this property by her deed alone, whether acting in person or through an attorney-in-fact. My daughter shall invest the proceeds of such sale in other living accommodations, real estate or any other property in which my Executor and Trustee are authorized to invest under the terms thereof. No person dealing with my daughter or her attorney-in-fact shall have any duty to trace the proceeds of any such sale or encumbrance.

My daughter, JEAN J. PASQUALE, shall have the right at any time and from time to time to accelerate the remainder interest in and to any part of this property or the proceeds of any sale or encumbrance thereof by conveying such property and/or proceeds or part thereof to the remainderman.

My daughter's husband, JAMES PASQUALE, shall have no right to or interest in the home, any contents of the home or any proceeds from the sale of the home, as it is my desire that this property remain with my daughter and her descendants.

C. I give and devise to my daughter, ADELL M. JONES, provided she survives me, all of my interest in that real property known as 40 Dixon Drive, Sagee Mountain, Highlands, North Carolina, together with the land upon which said home is located and all contents of the home therein, free and clear of any encumbrances thereon. If my daughter does not survive me, such property shall instead pass under and be governed by Paragraph A of this Item IV as if originally a part thereof.

ITEM V
Residuary Estate

I give, bequeath and devise all of the residue and remainder of my estate, including without limitation and to the extent possible, any remaining interest I may have in the Jones Company, Ltd. to my Trustee hereinafter designated to be held or distributed as a part of the Marvin Franklin Jones Family Trust created under Item VI below. This bequest shall include lapsed or void bequests and devises, but shall not include any property over which I may have a power of appointment or disposition.

ITEM VI
Marvin Franklin Jones Family Trust

All property designated under the terms of this Will as a part of the Marvin Franklin Jones Family Trust shall be held and administered by my Trustee for the following uses and purposes:

A. The name of this trust shall be the "Marvin Franklin Jones Family Trust."

B. My Trustee shall expend or apply the net income from the trust property as hereinafter directed. During the administration of my estate the income earned by the property included in this trust shall be considered income of each trust hereunder and subject to distribution as hereinafter provided.

C. My Trustee shall divide the trust property into as many equal shares as I have then living children and deceased children with then living lineal descendants. An equal share shall be distributed, per stirpes, to and among the then living lineal descendants of a deceased child of mine and one such equal share shall be distributed outright and free of trust to my daughter, ADELL M. JONES ("ADELL"), provided she is then living. My Trustee shall continue to hold in trust one share for my daughter, JEAN J. PASQUALE ("JEAN"), as follows:

(1) My Trustee shall pay so much of the net income therefrom at such times and in such amounts as it deems appropriate, in its sole discretion, to or for the benefit of JEAN and for the maintenance, care, support and education of the living lineal descendants of JEAN, taking into consideration other sources of income or support known to my Trustee that are available to JEAN and her descendants. Any income not so paid or used shall be accumulated and added to the corpus of the Trust Share.

(2) My Trustee is authorized to encroach upon the corpus of the trust property at such times and in such amounts as it deems appropriate, in its sole discretion, for the maintenance, care and support of JEAN and for the maintenance, care, support and education of her then living lineal descendants, taking into account other sources of income and support known to my Trustee that are available to JEAN and her descendants.

(3) JEAN shall have the right by instrument in writing signed by her either during her lifetime and delivered to my Trustee, or by JEAN'S Last Will and Testament making

express reference to this power, to direct that any part or all of the Trust Share held for her benefit under this Paragraph C be delivered to any person or persons, in such amounts and proportions, in trust or otherwise, except that JEAN shall not have the power to direct that such property be delivered to herself, her estate, her creditors, or the creditors of her estate.

(4) At the death of JEAN, any property remaining in this Trust not effectively appointed under Paragraph C(3) above shall be distributed, per stirpes, to and among the then living lineal descendants of JEAN.

If the child dies prior to final distribution, the remaining trust portion shall be distributed, per stirpes, to and among the child's then living lineal descendants, if any, and if none, then divided equally among the portions created for the child's then living siblings and descendants of deceased siblings and held or distributed as original parts thereof.

D. If at the termination of this trust, or at my death, as the case may be, I am not survived by any lineal descendants, this property shall pass to my daughter, ADELL, if she is then in life, and if not, to her lineal descendants, per stirpes, and, if none, then to and among such persons as would take such property under the laws of descent and distribution then in force in the State of Georgia, determined as if I had died intestate at that time owning such property.

E. The Trustee shall have the power to terminate this Trust or any share hereof, and distribute the trust property of such share to the beneficiary thereof, if, in the Trustee's sole discretion, there are insufficient assets in this Trust or any share such that the continued management of such assets pursuant to the terms of this Trust is unnecessary and/or uneconomical.

F. The term "education" as used in this Will shall be deemed to include public and private elementary and secondary education, public and private college, postgraduate and professional education and technical and vocational training.

G. Notwithstanding any provision of this Will, no individual Trustee shall have a right to participate in any decision respecting any discretionary distribution or encroachment for his or her own benefit or in satisfaction of any of his or her legal obligations.

ITEM VII
Exercise of Power of Appointment

I am the beneficiary of a Trust for my benefit established under ITEM SEVEN of the Will of my late father, BENNIE M. JONES, which Will was admitted to probate on June 21, 1973 in the Probate Court of Paulding County, Georgia. Pursuant to the provisions of Section E of such ITEM SEVEN, I hereby expressly exercise my limited power of appointment over the assets in such Trust. Specifically, I direct that immediately upon my death, all the assets in such Trust (although not a part of my gross estate) be distributed to the Trustee of the MARVIN

FRANKLIN JONES FAMILY TRUST established under ITEM VI of my Will and administered as an original part thereof.

ITEM VIII
Rule Against Perpetuities

Notwithstanding any other provisions herein contained, in the case of every trust created by this Will or any separate share thereof, the property in the trust or share shall vest in and be distributed to the persons entitled to the income from the property no later than the last to occur of (i) ninety (90) years from the date of my death or (ii) the expiration of twenty-one (21) years after the death of the last surviving beneficiary of the trust who was in life at the date of my death. Where the persons entitled to the income are to be determined in the discretion of my Trustee, the property shall be distributed equally among all those persons so entitled to the income. The purpose of this provision is to prevent any possible violation of the rule against perpetuities, and it shall be so construed.

ITEM IX
Presumption of Survival

If any beneficiary and I die under circumstances such that it cannot reasonably be determined as a matter of fact which of us survived the other, it shall be conclusively presumed for all purposes of this Will that the beneficiary predeceased me.

ITEM X
Adopted Persons

For all purposes under this Will, any adopted person shall be deemed the natural child of the adopting parents.

ITEM XI
Jointly Owned Property

All bonds, bank accounts, savings accounts and similar property in which I have any interest or ownership, but which are by their terms payable upon my death to another person, shall be the sole property of such other person, and my Executor shall not make any claim that such property is a part of my estate.

ITEM XII
Ancillary Administration

If ancillary administration is required in any state in which my Executor or Trustee is unable or unwilling to qualify, then my domiciliary Executor or Trustee shall designate in writing the person or corporate fiduciary to act in such capacity, with all the powers and immunities of my domiciliary Executor and Trustee, as may be specifically delegated by such written designation. Unless prohibited by law of the state in which such property is located, I direct that upon sale of any assets by the ancillary fiduciary the net sales proceeds shall be paid

to my domiciliary Executor or Trustee. My domiciliary Executor and Trustee are authorized to pay all costs of any ancillary administration from the property of my domiciliary estate if, in their discretion, such action is in the best interest of my estate or any trust hereunder.

ITEM XIII
Captions

The Captions I have used in this Will are for convenience only in identifying the substantive provisions of my Will.

ITEM XIV
Executors and Trustees

A. I name JUDSON ALDEN and KENDYL C. STRICKLAND as Executors of this Will. If either Co-Executor declines to serve, or for any reason cannot serve, or after having qualified dies, resigns or becomes incapacitated, I name JERRY B. BLACKSTOCK as successor Co-Executor of this Will. If there is further vacancy in the office of Co-Executor, the remaining Executor shall continue to serve alone.

B. I name KENDYL C. STRICKLAND and JUDSON ALDEN as Co-Trustees of any trust created hereunder. If either Co-Trustee declines to serve, or for any reason cannot serve, or after having qualified dies, resigns or becomes incapacitated, I name JERRY B. BLACKSTOCK as successor Trustee. If there is further vacancy in the office of Co-Trustee, the remaining Trustee shall continue to serve alone. If all individual Trustees decline to serve, or for any reason cannot serve, or after having qualified dies, resigns or becomes incapacitated, then I appoint REGIONS BANK as successor Trustee.

C. Any Trustee of any trust or separate share, and any successor, may resign without leave of court by tendering a written resignation to the other then acting Trustee or, if none, to the person or persons who are sui juris and then eligible to receive more than fifty percent (50%) of the income of the trust or share thereof, and, upon informally accounting to the designated successor for all property received, and disbursed and held and administered by it, the resigning Trustee shall be discharged from any and all further liability hereunder.

D. If at any time there is no acting Trustee of any trust or separate share, the retiring Trustee shall have the power to appoint a successor Trustee. If such person or persons fail or refuse within sixty (60) days so to appoint a successor, then the successor shall be appointed by the court having jurisdiction upon application of any person interested in such trust or upon application of the retiring or remaining Trustee.

E. The persons who are then sui juris and eligible to receive more than fifty percent (50%) of the income from any trust or separate share may remove any then serving corporate Trustee and appoint a successor corporate Trustee. If such person or persons fail or refuse within sixty (60) days so to appoint a successor, then the successor shall be appointed by the court

having jurisdiction upon application of any person interested in such trust or upon application of the retiring or remaining Trustee.

F. Any removal or appointment of a successor Trustee shall be by written instrument signed by the person or persons having the right to remove or appoint, and delivered to the Trustee being removed or appointed.

G. The designation of a corporate fiduciary shall be deemed to mean and include any affiliated trust company to which it may lawfully transfer its fiduciary capacities and any other bank or trust company with which it may hereafter be merged or consolidated.

H. Any successor corporate fiduciary appointed hereunder shall be a bank or trust company authorized to act as such Trustee, and shall have personal trust assets under management having a value in excess of Five Hundred Million Dollars ($500,000,000.00).

I. To the extent allowed by law, the compensation of any corporate fiduciary shall be determined in accordance with its regularly published fee schedule then in effect, or, in the alternative, those fees agreed to from time to time by the corporate fiduciary and a majority of the beneficiaries (or their guardians acting for them) having a present interest in the property under the control of the fiduciary.

J. Any successor or remaining Executor or Trustee shall serve with all the powers, privileges, rights and immunities granted in this Will. No successor Executor or Trustee shall have a duty to inquire into the acts and doings of any predecessor, and shall be liable to the beneficiaries only for the assets delivered to it, and no successor Executor or Trustee shall make any demand or claim against any predecessor that the successor is entitled to receive any assets other than those actually distributed to the successor.

K. As used in this Will, the terms "Executor" and "Trustee," and all pronouns in reference thereto, shall be deemed to refer collectively to all Executors, Executrices and Trustees, respectively, acting at any time hereunder, unless the context requires otherwise.

ITEM XV
Generation Skipping Instructions

A. I authorize my Executor to do the following:

(1) To elect to treat me as the transferor for generation-skipping transfer tax purposes of any property with respect to which a deduction has been allowed to my estate by reason of Section 2056(b)(7) of the Code.

(2) To allocate, subject to any specific direction contained elsewhere in this Will, all or any portion of my generation-skipping transfer tax exemption under Section 2631(a) of the Code, to any property as to which I am the transferor within the meaning of Section 2652(a) of the Code, including, but not limited to, any property transferred by me during my lifetime as to

which an allocation was not made during my lifetime, and any property as to which my Executor has made the special election under Section 2652(a)(3) of the Code.

B. I authorize my Trustee hereinafter designated to do the following:

(1) To the extent the same can be done under the tax laws in effect at my death without endangering any exemption from generation-skipping transfer tax to which I might otherwise be entitled under Section 2631(a) of the Code, to divide (whether before or after a trust is funded and whether before or after an allocation of my Unused GST Exemption is made) any trust or any property used to fund or augment any trust hereunder, into two or more shares. Such shares shall be held and administered by my Trustee as separate trusts with identical terms although my Trustee, in its sole discretion, may invest such separate trusts together. Among the purposes for granting this authority are to enable my Trustee to provide an inclusion ratio (within the meaning of Sec. 2642(a)(1) of the Code) of zero for the separate trust receiving the share to which the allocation of the GST Exemption is made, and if that trust is a trust described in Sec. 2652(a)(3) of the Code, to enable my Executor to make the election described in that section with respect to such separate trust.

(2) Whenever two trusts hereunder are directed to be combined into a single trust (for example, because property of one trust is to be added to the other trust), whether or not the trusts have different inclusion ratios with respect to any common transferor or have different transferors for generation-skipping tax purposes, to administer them as two separate trusts with identical terms in accordance with the provisions that would have governed the combined trusts. If anyone adds or is deemed to add property to a trust hereunder by gift or bequest, I authorize my Trustee to hold the added property as a separate trust with terms identical to the trust to which it would have been added.

(3) To combine any two or more trusts with identical terms for an identical beneficiary or beneficiaries held hereunder as a single trust and to divide such trust as provided above. Without in any way limiting the sole and absolute authority of my Trustee, I contemplate that my Trustee will not elect to combine two or more trusts with different inclusion ratios for generation-skipping transfer tax purposes.

C. It is my desire, but I do not direct, that my Trustee, in exercising its discretion with regard to the timing and amount of discretionary distributions from any trust created hereunder, take into consideration my overall desire to minimize the federal transfer and generation-skipping transfer tax burdens. Accordingly, I authorize, but do not direct the following:

(1) That whenever my Trustee makes distributions which are for the tuition or medical expenses of a beneficiary who is a "skip person" within the meaning of Section 2613(a) of the Code from a trust or sub-trust which has an inclusion ratio of more than zero, such distributions be paid directly to the educational institution or medical services provider, rather than to the beneficiary, if such payment will be excluded from the definition of generation-skipping transfer under Section 2611(b)(2) of the Code.

(2) That my Trustee favor beneficiaries who are "skip persons" within the meaning of Section 2613(a) of the Code when making distributions from any trust or sub-trust created hereunder which has an inclusion ratio of zero within the meaning of Section 2642 of the Code and favor beneficiaries who are "non-skip persons" within the meaning of Section 2613(b) of the Code when making distributions from any trust or sub-trust created hereunder which has an inclusion ratio of more than zero.

D. Any division of trust or share into separate shares or trusts by my Executor or my Trustee shall be made on the basis of the value of such property as finally determined for federal estate tax purposes. In the division of property in kind and in the allocation of cash and undesignated assets my Executor or my Trustee, as the case may be, shall act impartially so that each share or trust includes items of property which are fairly representative of those which have appreciated or depreciated in value between the valuation date used for estate tax purposes and the date or dates of division.

E. Any discretionary decision made by my Executor or Trustee in accordance with my non-binding wishes as set forth herein shall be final and binding on all persons, and my Executor and my Trustee shall suffer or incur no liability to any person whomsoever in connection with any such discretionary decision.

F. For all purposes under this Will the term "my Unused GST Exemption" shall mean that portion of the exemption from generation skipping transfer tax ("GST") allowed to me under Section 2631 of the Code which was not allocated by me or by my Executor or by operation of law to property transferred by me during my lifetime. The computation of my Unused GST Exemption shall be made on the basis of property values as finally determined for federal estate tax purposes.

ITEM XVI
Distributions to Minors

Whenever my Executor or Trustee is directed to distribute any property in fee simple to a person who has not attained twenty-one (21) years of age (the "Minor"), my Executor or Trustee shall have the authority to distribute the property to a custodian account held for the benefit of the Minor pursuant to the Georgia Transfers to Minors Act or shall continue to hold the property in trust until the Minor becomes twenty-one (21) years of age, and in the meantime shall use such part of the income or corpus of the share of such person as my Executor or Trustee shall deem necessary, in its sole discretion, to provide for the proper support and education of the Minor to include college, postgraduate and professional education and technical and vocational training, and my Executor shall have all the powers, privileges, rights and immunities granted in this Will during the period it holds such property in trust. In the event the Minor dies prior to attaining age twenty-one (21), the property remaining shall be distributed to the Minor's personal representative as a part of his or her estate.

ITEM XVII
Powers of Executor and Trustee

My Executor and Trustee under this Will, and any successor or successors, shall hold and manage the estate and/or any trust created hereunder with all the powers enumerated in Official Code of Georgia Annotated Section 53-12-232, as amended, which powers are hereby incorporated by reference into this instrument and specifically made a part hereof.

IN WITNESS WHEREOF, I, MARVIN FRANKLIN JONES, have hereunto set my hand and seal this 20th day of September, 2004.

Marvin Franklin Jones (SEAL)
MARVIN FRANKLIN JONES

The foregoing instrument was signed, published and declared by MARVIN FRANKLIN JONES as his Last Will and Testament in the presence of each of us, and we, at the same time, at his request, in his presence, and in the presence of each other have hereunto subscribed our names as attesting witnesses the day and year above written.

Richard Wayne Osborne — Name
430 McPherson Church Rd Dallas, GA. — Address

LARRY J. FINN — Name
715 Chanson Dr., Marietta, GA 30064 — Address

803839

SELF-PROVING AFFIDAVIT

State of Georgia
County of Paulding

Before me, the undersigned authority, on this day personally appeared MARVIN FRANKLIN JONES, Richard W. Osborne and Larry J. Finn, 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, MARVIN FRANKLIN JONES, the 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 their 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 further 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.

Marvin Franklin Jones
MARVIN FRANKLIN JONES
Testator

Richard Wayne Osborne
Witness

Larry J. Finn
Witness

Sworn to and subscribed before me by MARVIN FRANKLIN JONES, Testator, and sworn to and subscribed before me by the above-named witnesses whose signatures appear above, this 20th of September, 2004.

W. Dale Osborne
(Notary Public)
[AFFIX NOTARY SEAL]
My Commission Expires 3/4/06

803839

March 17, 2005

FILED IN OFFICE
5/10/2005 @ 2:20 p.m.
Paulding County, Georgia
Probate Court

I, Marvin F. Jones, bequeath my Kawasaki Mule and trailer to Jones Company, LTD.
I also bequeath my 1995 Winnebago Luxor motor home to Dr. John Covington.

Witness Date

127 Watson Dr
Dallas Ga 30132
Witness Address

Witness Date

106 Dewberry CR. D.R.
Witness Address DALLAS GA. 30132

Marvin F. Jones Date

Recorded 5/19 2005
Book WIL 55
Page 363-380
Clerk of P.C.

CERTIFICATE OF EXEMPLIFICATION

STATE OF GEORGIA
COUNTY OF PAULDING

IN THE PROBATE COURT OF SAID STATE AND COUNTY

I, Carla C. Puckett, Clerk of the above named court, do hereby certify that the within documents annexed to this certificate and described herein are true copies of originals on file and of record in this Court.

Description of attached documents:
Estate No. 2005-124 Marvin Franklin Jones (Estate)
Petition and Proceedings to Probate Will in Solemn Form, Last Will and Testament of Marvin Franklin Jones and Letters Testamentary

Total number of pages attached to this certificate: 19

I further certify that the within is still of full force and effect, this 25th day of April, 2008. In witness whereof, I have hereunto set my hand and the seal of said Court, this 25th day of April, 2008.

Carla C Puckett
Clerk, Probate Court

I, Deborah Andersen, Judge of the above named Court, do hereby certify that Carla C. Puckett, whose name is signed to the preceding certificate of exemplification, is a Clerk in the said court, duly appointed, and that full faith and credit are due to her official acts. I further certify that the seal affixed to said certificate is the seal of the said Court, and that the attestation thereof is in due form of law, the 25th day of April, 2008.

Deborah Andersen
Judge of the Probate Court

I, Carla C. Puckett, Clerk of the above named Court, do hereby certify that Deborah Andersen, whose name is signed to the foregoing certificate, is the Judge of this Court, duly elected and sworn, and that the signature of said Judge is genuine.

In witness whereof, I have hereunto set my hand and affixed the seal of said Court, this 25th day of April, 2008.

Carla C Puckett
Clerk, Probate Court

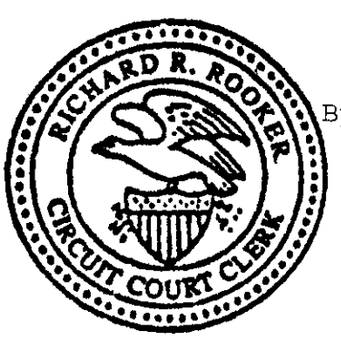
STATE OF TENNESSEE

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 28 day of MAY , 2008 , in Case Number 08P869 between AGEE, KELLY L. Petitioner, and JONES, MARVIN FRANKLIN Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 30 day of MAY 2008

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk