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RICHARD R. ROOKER, CLERK

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REGISTER OF WILLS
FOR ANNE ARUNDEL COUNTY, MD

LAST WILL AND TESTAMENT

OF

CHARLES G. BARNES

I, CHARLES G. BARNES, of Anne Arundel County, Maryland, declare this to be my Last Will, hereby revoking all other Wills and Codicils heretofore made by me.

ITEM FIRST

I direct my Personal Representative or Personal Representatives to pay the expenses of my last illness and to expend such sums for my funeral and burial and for the erection of a suitable stone or marker at my grave as they, in their discretion, may deem proper including the expenses of any memorial service held in my memory, without the necessity of obtaining an order of court approving the payment of any such expenses. I direct that my remains be interred in my burial lot at Hillcrest Memorial Cemetary.

ITEM SECOND

I give and bequeath unto CATHERINE M. KUBIK, MICHAEL E. BARNES and CRAIG S. BARNES , all of my tangible personal property, not specifically bequeathed or committed to special purposes, of domestic or personal use, together with all insurance policies thereon. I authorize and empower my Personal Representatives, in their discretion, to distribute among or for the above named

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& ASSOC., INC.
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GLEN BURNIE, MD 21061
410-768-5656

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beneficiaries such articles of my tangible personal property and policies as they deem advisable or proper and for the best interest of my beneficiaries, having due regard for the preferences of my beneficiaries.

All such articles not so distributed shall be by my Personal Representatives sold or otherwise disposed of by them, as they may deem advisable. All proceeds from any sale to be added to my residuary estate.

"Any" expenses incurred by my Personal Representative in distributing the tangible personal property shall be paid from my estate as an expense of administration.

SPECIFIC BEQUESTS

I give and bequeath the below listed items to the parties indicated, if they survive me:

1.) The condo that I own jointly with my wife Merry Lane Barnes, I bequeath to her.

ITEM THIRD

All the rest and residue of my estate, whether real, personal or mixed, wheresoever situated, which I own at the time of my death, or over which I have any power of appointment, or to which I am in any way entitled, after payment of all lawful debts, I give, devise and bequeath, to CATHERINE M. KUBIK, MICHAEL E. BARNES and CRAIG S. BARNES, in equal shares, share and share alike, per stirpes and not per capita.

In the event that CATHERINE M. KUBIK, MICHAEL E. BARNES

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or CRAIG S. BARNES shall not survive me, such deceased beneficiary's share shall go to his or her descendants, per stirpes and not per capita, if there be no such descendants, such share shall go to increase the share of my surviving beneficiaries.

ITEM FOURTH

I appoint CATHERINE M. KUBIK AND MICHAEL E. BARNES or the survivors of them to be my Personal Representatives. I direct that my Personal Representative shall serve without bond.

ITEM FIFTH

I hereby confer upon my Personal Representatives full power to do and perform all things necessary or advisable to facilitate the administration of my estate or for any reason which may seem to be for the best interest of my estate and the beneficiaries thereof, including, but not limited to, full power and authority to sell, assign, transfer, convey, exchange, divide, invest, re-invest, mortgage, lease or otherwise deal with, or dispose of, any part of my estate, real or personal, not herein specifically bequeathed or committed to special purposes; to compromise and settle in such manner as in its absolute discretion may deem proper all claims belonging to or against my estate; to sell any property, real or personal, owned by me at the time of my death, either at private or public sale or sales, at such price or prices, and upon such terms and conditions as my Personal

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Representatives, in their discretion, may deem advisable or proper; and to employ counsel in the administration of my estate, charging all such counsel fees as estate administration expenses and not as a diminution of the compensation which my Personal Representatives may be allowed. In any case in which my Personal Representatives are required under the provisions of this Will to divide any property or other assets of my estate or any part thereof, I confer upon them full power and authority to make such division in kind, and/or sell such portions thereof, real or personal, as it may deem necessary, or proper to effect such division, taking into account the income tax basis of such assets; to prepare, execute, and file any income and other tax returns, claims for tax refund or credit or agreement of tax settlement, and other governmental reports, requests and documents, including the right to make an election in reference to a Qualified Terminal Interest. The decisions of my Personal Representatives shall be binding and conclusive upon all persons interested in my estate. All such powers shall be exercisable by my Personal Representatives without application to any Court under whose jurisdiction it may administer my estate.

All powers and discretions conferred by this Will upon or lodged in the Personal Representatives shall be construed to be appurtenant to the fiduciary office and exercisable by any successor.

All payments to beneficiaries under this my Last Will and

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Testament are to be made into the hands of the respective beneficiaries direct, and not into the hands of others, whether claiming by their authority or otherwise, without power of anticipation, and without being subject to execution or attachment; this provision, however, is not to prevent payment to any guardian or custodian for any beneficiary, nor to prevent the deposit of funds payable to the beneficiaries to their credit in any bank or other financial institution, nor to prevent the application by my said Personal Representatives of any funds to which any minor, ill, or otherwise incapacitated beneficiary may be entitled for his or her support, care, maintenance and education, the authority to so apply funds being hereby expressly conferred upon my said Personal Representatives.

CHB

IN WITNESS WHEREOF, I have hereunto set my hand and seal to

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this my Last Will and Testament, consisting of this and ~~FF~~ 5 other typewritten pages, each bearing thereof my initials, this 14 day of MAY, 2007.

Charles G Barnes {SEAL}
CHARLES G. BARNES

SIGNED, SEALED, PUBLISHED AND DECLARED by the above named Testator, CHARLES G. BARNES, as and for his Last Will and Testament, in the presence of us, who, at his request, in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses.

NAME Bonnie L. Poole ADDRESS 641 Owl Court
PRINT NAME Bonnie L. Poole Arnold MD 21012
NAME Tanya Johnson ADDRESS 7995 Nolpark Ct Apt 302
PRINT NAME Tanya Johnson Glen Burnie, MD 21061

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State of Maryland

THE SUBSCRIBER, Register of Wills for Anne Arundel County, doth hereby certify to all persons who may be interested that it appears by the Records of his office that LETTERS of ADMINISTRATION in the estate of Charles G. Barnes, deceased: Administration of the Estate of the deceased has been granted on the Ninth day of May in the year of our Lord Two Thousand Eight to Catherine M. Kubik and Michael E. Barnes (and the Will of the deceased was probated on May 9, 2008.)

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of my office, this Tenth day of February in the year of our Lord Two Thousand Nine

TEST:

Lauren M Parker
Register of Wills for Anne Arundel County.

Maryland, Set.

I, Gail J. Schaffer, Chief Judge of the Orphans' Court of Anne Arundel County, in the State aforesaid, do certify that the aforegoing Attestation of Lauren M. Parker, Register of Wills for said County, is in due form and by the duly elected official, who is the custodian of the records and papers of the Orphans' Court of Anne Arundel County, and is now in office.

Given under my hand, at Annapolis, MD, this Tenth day of February in the year of our Lord Two Thousand Nine

Gail J. Schaffer

State of Maryland, to wit:

I, Lauren M. Parker, Register of Wills for Anne Arundel County, hereby certify that the Honorable Gail J. Schaffer, by whom the above certificate was given and who hath thereto subscribed his/her name, was, at the time of so doing, Chief Judge of the Orphans' Court of Anne Arundel County, duly appointed by the Governor, commissioned and qualified and is now in office.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix seal of the said Court, this Tenth day of February in the year of our Lord Two Thousand Nine

TEST:

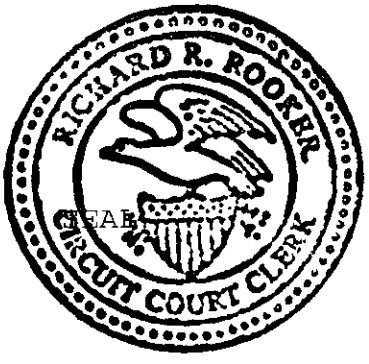
Lauren M Parker
Register of Wills for Anne Arundel County.

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 12 day of MARCH , 2009 , in Case Number 09P319 between BARNES, MERRY LANE Petitioner, and BARNES, CHARLES G. 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 01 day of JUNE 2009

RICHARD R. ROOKER, Clerk,



SEAL

By _____
Deputy Clerk