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LAST WILL AND TESTAMENT

OF

DAVID CARLTON HUDSON

GEORGIA, MURRAY COUNTY.

I, **DAVID CARLTON HUDSON**, of said State and County, being of sound and disposing mind and memory, do hereby make, declare and publish this my Last Will and Testament, hereby expressly revoking any and all Wills heretofore made by me:

ITEM I.

IDENTIFICATION OF FAMILY

At the time of the making of this my Last Will and Testament, I am not married at the time of the signing of this my Last Will and Testament and I have one child, namely **KENNETH WADE HUDSON** and all references in this Will to "my child", shall be to him.

ITEM II.

DISINHERITANCE

I hereby expressly exclude my ex-wife **JUDITH VAUGHN** from taking under this Will.

ITEM III.

EXPENSES OF LAST ILLNESS AND BURIAL

It is my will and desire and I do so direct that all of my just debts, including the expenses of last illness and funeral according to my circumstances in life be paid by my Executor hereinafter named as soon as practicable after my death.

ITEM IV.

SPECIFIC BEQUEST OF PERSONAL PROPERTY

Any interest which I may have in any household furniture and furnishings, books, pictures, objects of art, silverware, jewelry, clothing and other personal effects, and any vehicles I may own at the time of my death, I give and bequeath unto my child, provided he survives me. In the event that my child predeceases me, then the said deceased child's share shall be distributed to said deceased child's lineal descendants, per stirpes. In the event that all of my child's lineal descendants predecease me, then the said deceased child's share shall be distributed to LAURA CAYTIE ALLENSON.

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ITEM V.

REAL PROPERTY

Any interest in any certain real property which I own at my death, I will and devise unto my child, to be his absolutely and forever in fee simple. In the event that my child predeceases me, then the said deceased child's share shall be distributed to said deceased child's lineal descendants, per stirpes. In the event that all of my child's lineal descendants predecease me, then the said deceased child's share shall be distributed to LAURA CAYTIE ALLENSON.

ITEM VI.

BEQUEST AND DEVISE OF RESIDUE

All of the rest, residue and remainder of my estate, of every kind and character and wheresoever situated, I will, bequeath and devise unto my child to be his absolutely and forever in fee simple, provided he survives me. In the event that my child predeceases me, then the said deceased child's share shall be distributed to said deceased child's lineal descendants, per stirpes. In the event that all of my child's lineal descendants predecease me, then the said deceased child's share shall be distributed to LAURA CAYTIE ALLENSON.

ITEM VII.

TRUST FOR LINEAL DESCENDANTS

Each share or a part of a share allocated to a descendant of mine shall be distributed outright to said descendant who is then twenty-one (21) years of age or older. Each share or part of a share allocated to a descendant who is less than twenty-one (21) years of age, shall be fully and indefeasibly vested in such descendant at the time for the creation of such share but shall not be distributed outright to such descendant at such time. Rather, such share shall be held as a separate trust by my Trustees for such descendant until the first to occur of the following events: The earlier of the day on which such descendant attains the age of twenty-one (21) years or the day preceding the twenty-first anniversary of the death of the last to die of those of my issue who are living at my death. Upon such date, such descendant's trust shall terminate and all property then remaining in such descendant's trust shall be distributed outright to such descendant. During the period of each such trust, my Trustees shall manage the property, collect the income therefrom and shall be authorized to make distributions of income and/or principal to or for the benefit of such descendant from his or her respective trust as my Trustees deem advisable to provide for the proper health,

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maintenance and support of such child in accordance with his or her accustomed standard of living, to provide for the education of such child at any available level at any formal educational institution, whether or not accredited, including college and postgraduate schools, to enable such child to marry and to travel as well as to assist such child in a trade, profession or business and in the purchase of a home. The income of any trust not so distributed shall be accumulated and added to the principal of such trust. If any descendant dies after time for division of the trust into share(s), but prior to the time for the termination of his or her trust, such descendant's trust shall terminate at his or her death and all property then remaining in such descendant's trust shall be distributed to such descendant's estate.

ITEM VIII.

CONTINGENCY IF NO LIVING BENEFICIARY

In the event my child and all of my beneficiaries as set forth herein shall have predeceased me, or if at the time of the termination of any of the trusts hereinabove provided there shall be no then-living beneficiary, then and in such event I direct that all of my said property shall be distributed to and among those persons who would have been my heirs at law, determined in accordance with the laws of intestate descent and distribution then in effect in the State of Georgia. In the event that all of my child's lineal descendants predecease me, then the said deceased child's share shall be distributed to LAURA CAYTIE ALLENSON.

ITEM IX.

EXECUTOR AND TRUSTEE

(a) I hereby name, constitute and appoint KENNETH WADE HUDSON as Executor of this Will. In the event KENNETH WADE HUDSON declines to serve, or if for any reason cannot serve, or after having qualified shall die, resign or become incapacitated, then I hereby name and appoint LAURA CAYTIE ALLENSON as Alternate Executor under this, my Last Will and Testament, with all of the rights, powers and immunities given to my Executor herein.

(b) I hereby name, nominate and appoint COHUTTA BANKING COMPANY as Trustee of every Trust created herein, and in the discharge of its duties hereunder, it shall have the right to, and is hereby encouraged, to seek the counsel of corporate fiduciaries.

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ITEM X.

POWERS OF EXECUTOR AND TRUSTEE

(a) In the management, care and disposition of the property of my estate, I confer upon my Executor and Trustee of every trust created hereunder, and their successors in office, each and every of the fiduciary powers, privileges and immunities which are enumerated, and as they exist as of the date of this Will, in the Georgia Trust Act passed by the Georgia Legislature to provide, inter alia, for the incorporation by reference of various fiduciary powers into Wills, Trusts, or other instruments in writing (O.C.G.A. Title 53, Chapter 12, Article 11 (Ga. L. 1991, p. 810, Section 1), as the same may be hereafter amended or replaced), which powers are incorporated herein and made a part of this Will by reference. The Executor may exercise all powers herein without approval of, or making report or bond to, the Probate Court.

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

(c) Whenever my executor or trustee is directed to distribute any money or property in fee simple to a person who is then under 21 years of age, my Executor or Trustee shall be authorized to hold the share of such person in trust for such person until he or she becomes 21 years of age, and in the meantime shall use such part of the income and/or corpus of the share of such person as my Trustee may deem necessary to provide for the proper maintenance, care, support and education of said person, if desirable, but the application of this provision is restricted to the period within the rule against perpetuities.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this the 1st day of June, 2005.

David C Hudson (SEAL)
DAVID CARLTON HUDSON

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The foregoing instrument was signed, sealed, declared and published by DAVID CARLTON HUDSON as and for his Last Will and Testament in the presence of us, and each of us, and we, at the same time, and 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 first above written.

WITNESS

WITNESS

STATE OF GEORGIA,

COUNTY OF MURRAY.

Before me, the undersigned authority, on this day personally appeared DAVID CARLTON HUDSON, Testator, Chris E. Sales and Dorothy Worley known to me to be the Testator and 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, Testator declared to me and to the said witnesses in my presence that said instrument is the Last Will and Testament of Testator and that it has been willingly made and executed as a free act and deed for the purposes therein expressed. The witnesses, each on oath, stated to me in the presence and hearing of the Testator that the Testator had declared to them that the instrument is the Last Will and Testament of Testator and that Testator executed same as such and wanted each of them to sign it as a witness; and upon oath each witness stated further that he did sign the same as witness in the presence of the Testator and at Testator's request; that Testator 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.

David Carlton Hudson
TESTATOR

WITNESS

WITNESS

Sworn to and subscribed before me by Testator, and sworn to and subscribed before me by Chris E. Sales and Dorothy Worley, witnesses, this 1st day of June, 2005.

Denise H. Sales
NOTARY PUBLIC

DENISE H. SALES
Notary Public, Murray County, Georgia
My Commission Expires Jan. 29, 2009

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STATE OF GEORGIA
COUNTY OF MURRAY

I, Tina Ledford, Clerk of Probate Court of said State and County, do hereby certify that I have compared the foregoing copy of the petition for probate of will in Solemn Form on the estate of David C. Hudson filed on August 10, 2011 by David L. McGuffey Attorney for Kenneth Wade Hudson along with copy of will, Oath , Order and Letters Testamentary issued and signed by Judge Dale Adams on on August 18, 2011 with the original record thereof, now remaining in this office and the same is a correct transcript there from, and of the whole such original record, I have hereunto set my hand and affixed the seal of said Court, this the 6th day of October 2011.

Tina Ledford
Clerk, Probate Court of
Murray County, State
Georgia

STATE OF GEORGIA
COUNTY OF MURRAY

I, Dale Adams, Judge of the Probate Court of said State and County, do hereby certify that the above attestation subscribed by Tina Ledford, as Clerk of said Court, is sufficient and in due form of law, and that her signature thereof is genuine.
Witness my hand and official signature this the 6th day of October 2011.

Judge, Probate Court of
Murray County, State
Of Georgia

STATE OF GEORGIA
COUNTY OF MURRAY

I, Tina Ledford, Clerk of Probate Court of said State and County, hereby certify that the above attestation of Dale Adams, Judge of said State Court, is his genuine signature and that he is Judge of said Court, and said certification is in due form of law.

Given under my hand and seal of office, this the 6th day of October 2011

Tina Ledford
Clerk, Probate Court of
Murray County, State
Of 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 14 day of NOVEMBER , 2011 , in Case Number 11P1660 between HUDSON, KENNETH W. Petitioner, and HUDSON, DAVID C. 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 08 day of DECEMBER 2011

RICHARD R. ROOKER, Clerk,

SEAL

By _____

Deputy Clerk