Last Will and Testament

of

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RICHARD R. ROCKER, CLERK
D.C.

WANDA WEAVER JOHNSON

I, WANDA WEAVER JOHNSON, of Fulton County, Georgia, do make and publish this my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ITEM I

Disposition of Remains and Debts

(a) I wish my body buried in a suitable manner and a suitable memorial erected and the costs thereof, as well as the expenses of my last illness, paid out of my estate.

(b) All of my due and payable debts and any unpaid charitable pledges, whether such pledges are legally enforceable or not, shall be paid out of my estate as soon as practicable.

ITEM II

Family Relationships, Definitions and Interpretations

(a) As of the date hereof, I am not married. As of the date of the execution of this Will, I have two (2) children, TRACY J. ABBASI and WILLIAM CARL JOHNSON, JR.

(b) Except as otherwise expressly provided herein, whenever the term "child," "children," "descendant" or "descendants" is used in this Will, such reference shall be deemed to include any legally adopted child to the extent that it would include a natural child of the adopting parent, except that it shall exclude any person adopted after reaching majority age. For purposes of any trust created herein, the terms "descendant of mine," "my descendant," "descendants of mine" and "my descendants" and any similar terms shall include any biological or adopted descendant of mine who is a legal descendant of mine at the time of my death, regardless of whether such descendant is adopted outside of my lineal family after my death.

(c) As used herein, the neuter shall include the masculine and feminine, the masculine and feminine shall include each other, and the singular shall include the plural, and vice versa, wherever the context so requires. As used herein, the terms "Executor" and "Trustee" shall be deemed to include any and all persons and entities serving in such capacities. Whenever the term "Code" is used herein, it shall mean the Internal Revenue Code of 1986, as it may be amended from time to time.

BILL GARRETT, Davidson County
Trans:T20150057729 WILL
Recvd: 07/16/15 10:21 10 pgs
Fees:52.00 Taxes:0.00
20150716-0069329

ITEM III

Tangible Personal Property

All my household furniture and furnishings, books, china, works of art, silver and silverware, jewelry, clothing and other such personal effects and any automobiles and boats I may own at the time of my death, I give and bequeath absolutely and in fee simple equally to my daughter, TRACY J. ABBASI, my son, WILLIAM CARL JOHNSON, JR., and my sister, JUNE W. CURTIS. The Executor shall consider the wishes of my children and sister in making the division among them and to the extent practicable shall be governed by their wishes. The reasonable costs of delivering, storing, insuring and appraising such property shall be paid by the Executor as an expense of my estate.

ITEM IV

Former Residence

If the Executor deems it advisable, in her sole discretion, the Executor may sell my former residence located in Tennessee as soon as practicable after the date of my death, and I give and bequeath the net sales proceeds therefrom equally to my daughter, TRACY J. ABBASI, and my son, WILLIAM CARL JOHNSON, JR.

ITEM V

Morgan Keegan and Co., Inc. Investment Account

My Executor shall divide the greater of (1) Eighty Thousand Dollars ($80,000.00) or (2) my account at Morgan Keegan and Co., Inc., presently consisting of approximately Eighty Thousand Dollars ($80,000.00) into as many separate and equal shares as my daughter, TRACY J. ABBASI, has children who survive me, and I give and bequeath to my daughter, TRACY J. ABBASI, as Custodian, for each of her children to hold each such share on each of their behalf pursuant to the provisions of the Georgia Uniform Transfers to Minors Act.

ITEM VI

Residuary Estate

All of the rest, residue and remainder of my property of every kind and description and wherever located, including any lapsed, disclaimed or void legacy or devise (but not including any property over which I may have the power of disposition or appointment) shall be distributed equally between my daughter, TRACY J. ABBASI, and my son, WILLIAM CARL JOHNSON, JR.

ITEM VII

Tax Payments

All transfer, estate, inheritance, succession and other death taxes which shall become payable by reason of my death, including the generation-skipping transfer tax on any direct skip created by the terms of this Will rather than by a disclaimer, but excluding any other generation-skipping transfer tax and also excluding any additional estate tax imposed pursuant to Section 2032A(c) or Section 2057 of the Code, and all debts and expenses of administration of my estate, whether in respect of property passing under this Will or otherwise, shall, unless otherwise expressly provided elsewhere in this Will, be paid without apportionment from the rest, residue and remainder of my estate and the Executor shall make claim, if and to the extent permitted by law, for death taxes assessed against my estate because of any power of appointment which I may have or because of the inclusion of any qualified terminable interest property in my gross estate, but shall not make claim against any such property which is exempt from Federal generation-skipping transfer taxes to the extent that other qualifying terminable interest property is sufficient to pay such taxes.

ITEM VIII

Appointment of Fiduciaries

(a) I hereby constitute and appoint TRACY J. ABBASI, as Executor of this Will. Should my daughter, TRACY J. ABBASI, die or for any other reason fail or cease to act as Executor hereunder, I constitute and appoint my son, WILLIAM CARL JOHNSON, JR., as successor Executor hereunder.

(b) No successor Executor shall be required to inquire into or audit the acts or doings of any predecessor Executor or to make any claim against such Executor or against his estates.

(c) Any successor Executor shall have and may exercise any and all of the powers, privileges, immunities and exemptions herein conferred on my Executor as fully and to the same extent as if such successor Executor had originally been named Executor herein.

(d) Any Executor of this Will may at any time resign by instrument in writing signed by such Executor and delivered to the persons then entitled to the income from my estate or, if any such persons are then minors or otherwise under legal disability, to their parents or guardians, and to the court having jurisdiction over the administration of my estate.

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ITEM IX

Powers of Fiduciaries

(a) In the management, care and disposition of my estate and of every trust established hereunder, I confer upon the Executor of this Will, and his successors in office, the power to do all things and to execute such instruments as may be deemed necessary or proper, including the following powers, all of which may be exercised without order of or report to any court:

(1) To sell, exchange or otherwise dispose of any property at any time held or acquired under this Will, at public or private sale, for cash or on terms, without advertisement, including the right to lease for any term notwithstanding the period of the trust, and to grant options (including writing covered call options) to buy for any period, including a period beyond the duration of the trust;

(2) To invest all monies in such stocks, bonds, securities, investment company or trust shares (including investments in investment companies or trusts and in collective or commingled investment funds offered or advised by or through the corporate Executor or any of its affiliates), mortgages, notes, choses in action, real estate, improvements thereon, interests in partnerships, limited liability companies and other entities (including any such entity to which the corporate Executor or any of its affiliates renders investment advice or other services), and other property as the Executor may deem best without regard to any law or regulation now or hereafter in force limiting investments of fiduciaries or the fact that a security is purchased from an underwriting syndicate that includes the Executor, or an affiliate of the Executor as a member or that the security was underwritten by such a syndicate and is purchased from a member of that syndicate;

(3) To retain for investment any property or choses in action owned by me at the time of my death, including any stock in any corporate Executor or in a parent or affiliate company of any corporate Executor or in a company whose stock any corporate Executor or its parent or affiliate holds as an asset, either individually or in a fiduciary capacity so long as the Executor shall consider the retention thereof to be in the best interest of my estate;

(4) To vote in person or by proxy any corporate stock or other security or ownership interest 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 security or ownership interest;

(5) To employ attorneys, real estate brokers, accountants and other agents, if such employment be deemed appropriate, to rely reasonably on the advice of such agents, and to pay reasonable compensation for their services;

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(6) To compromise, settle or adjust any claim or demand by or against my estate or trust and to agree to any rescission or modification of any contract or agreement affecting my estate;

(7) To renew any indebtedness, as well as to borrow money, and to secure the same by mortgaging, pledging or conveying any property of my estate, including the power to borrow from either the Executor or any of the corporate Executor's affiliates at a reasonable rate of interest;

(8) To retain and carry on any business in which I may own an interest at the time of my death, to acquire additional interests in any such business, to agree to the liquidation in kind of any corporation or other entity in which my estate may have an 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 my estate may have an interest, to become or remain a partner, general or limited, in regard to any such business or property, to incorporate any such business or property or to form a limited liability company or other entity with respect thereto (including any such entity to which the corporate Executor or any of its affiliates renders investment advice or other services) and to hold the stock or other ownership interest as an investment, and to employ agents and confer on them authority to manage and operate such business, property, corporation or other entity, 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;

(9) To register any stock, bond or other security in the name of a nominee, and use nationally and internationally recognized depositories, 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

(10) To pay from my estate or any trust created hereunder all charges which the Executor deems necessary or appropriate to comply with laws regulating environmental conditions and to remedy or ameliorate any such conditions which the Executor determines adversely affect my estate or such trust or otherwise are liabilities of my estate, and to pay any liabilities, fines or penalties incurred by the Executor, either in the fiduciary capacity of the Executor or personally, on account of such conditions and arising out of the performance of the duties hereunder placed upon the Executor, other than any such charges which are directly caused by the negligence or misconduct of the Executor seeking such reimbursement, and to apportion all of such charges among the several bequests and trusts hereunder and the interests of the beneficiaries therein in such manner as the Executor deems fair, prudent and equitable under all of the circumstances.

(b) Whenever the Executor is directed to distribute any property in fee simple to a person who is then under twenty-five (25) years of age, the Executor, acting as Trustee, may hold

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such property in trust for such person until he or she becomes twenty-five (25) years of age, and in the meantime shall use such part of the income and the principal of the trust as the Executor, acting as Trustee, may deem necessary to provide for the proper support and education of such person. If such person should die before becoming twenty-five (25) years of age, the property then remaining in the trust shall be distributed to the personal representative of such person's estate.

(c) In making distributions from my estate or any trust created hereunder to or for the benefit of any minor or other person under a legal disability, the Executor need not require the appointment of a guardian, but may pay or deliver the same to the custodian of such person or to the custodian under any applicable transfers to minors act, may pay or deliver the same to such person without the intervention of a guardian, may pay or deliver the same to a legal guardian of such person if one has already been appointed or may use the same for the benefit of such person.

(d) The Executor may, during the period of administration, make distributions directly to a beneficiary.

(e) The Executor shall not be required to file any inventory or appraisal or any annual or other returns or reports to any court or to give bond, but shall furnish a statement of receipts and disbursements at least annually to the persons who are then entitled to receive income from my estate.

(f) In the distribution of my estate and the division into separate shares, the Executor may make the distribution and division in money or in kind or in both, regardless of the basis for income tax purposes of any property distributed or divided in kind, and the distribution and division made and the values established by the Executor shall be binding and conclusive on all persons taking hereunder. The Executor may, in making such distribution or division, allot undivided interests in the same property to several shares.

(g) The Executor shall have discretion to determine whether items should be charged or credited to income or principal or allocated between income and principal as the Executor may deem equitable and fair under all the circumstances, including the power to amortize or fail to amortize any part or all of any premium or discount, to treat any part or all of the profit resulting from the maturity or sale of any asset, whether purchased at a premium or at a discount, as income or principal or apportion the same between income and principal, to apportion the sales price of any asset between income and principal, to treat any dividend or other distribution on any investment as income or principal or apportion the same between income and principal, to charge any expense against income or principal or apportion the same and to provide or fail to provide a reasonable reserve against depreciation or obsolescence, all as the Executor may reasonably deem equitable and just under all the circumstances.

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(h) Except as otherwise specifically provided herein, the income on the part of my estate used to pay debts, taxes, expenses, general legacies and other such corpus charges shall go to the income beneficiaries of my residuary estate.

(i) Unless otherwise expressly directed hereunder, the Executor may make any election or allocation permitted by any tax law or may make, or fail to make, any adjustments between the parties or the several bequests or shares created hereunder, all as the Executor may deem equitable and just under all the circumstances.

(j) The Executor may lend to or borrow from, at an adequate rate of interest and with adequate security and upon such terms and conditions as the Executor shall deem fair and equitable, and may sell any property to, or purchase any property from, at the fair market value thereof as determined by the Executor, any trust created by me during life, or any descendant of mine or any trust created by descendant of mine, by will or during life, even though the same person or corporation may be acting as trustee of any of such other trusts or as personal representative of the estate of such descendant of mine.

(k) I have confidence in the investments which will be found in my estate at the time of my death, and no change need be made by the Executor in these investments solely for the purpose of creating a diversity of investments, but the Executor shall sell or otherwise dispose of such investments, if and to the extent the Executor deems such sale or disposition to be in the best interest of my estate without being constrained to do so.

(l) Notwithstanding any of the provisions of this Will to the contrary, no individual Executor shall exercise any discretionary power hereunder with respect to the payment or nonpayment of income or principal of my estate to the extent that such exercise would discharge any legal obligation, of support or otherwise, which the individual Executor may have in the personal capacity of the Executor to any beneficiary of my estate. The individual Executor shall, in such event, have authority to designate a Co-Executor who may exercise such discretionary powers, and pending such designated co-fiduciary's qualification as such, the individual Executor shall have no voice with respect to the discretionary payment or nonpayment of income or corpus to or for the benefit of such individual to whom the individual Executor owes such legal obligation. The purpose of this provision is to prevent the individual Executor from being taxed because of any such discretionary power.

(m) Any Executor may give to any Co-Executor power of attorney to act for or to sign the name of such Executor to any paper, and any action taken pursuant to such power of attorney shall be valid for all purposes as if done or signed in person by the Executor giving such power of attorney. Any such power of attorney may be general or may be limited to certain acts or instruments or may contain conditions and restrictions and may be changed or revoked at any time by the Executor who gave such power giving notice of its change or revocation to the other Co-Executor then serving.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Will, this 20th day of OCTOBER, 2000.

Wanda Weaver Johnson (SEAL)
WANDA WEAVER JOHNSON

Signed, sealed, published and declared by WANDA WEAVER JOHNSON as and for her Last Will and Testament in our presence and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year above set out.

WITNESSES:

Jeffrey Thiel

John R. Schmeck

ADDRESSES:

4102 LELAND STREET

CHEVY CHASE, MD. 20815

2708 GREENCASTLE WAY

MARIETTA, GA 30062

STATE OF GEORGIA

COUNTY OF _____

AFFIDAVIT

Before me, the undersigned authority, on this day personally appeared the persons named below as testatrix and witnesses, known to me to be the testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of such persons being by me duly sworn, the testatrix, declared to me and to the witnesses in my presence that such instrument is her Last Will and Testament and that she had willingly made and executed it as her 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 testatrix that the testatrix had declared to them that the instrument is her Last Will and Testament and that she 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 testatrix and at her request, that she was at that time fourteen (14) years of age or over and was of sound mind and that each of said witnesses was then at least fourteen (14) years of age.

_____
WANDA WEAVER JOHNSON

_____
Witness

_____
Witness

Sworn to and subscribed before me by the above-named testatrix, and sworn to and subscribed before me by the above-named witnesses, this _____ day of _____, 2000.

(SEAL)

_____
Notary Public

_____
Date of Expiration of Commission

752317

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 on record, signed on the 16th day of July, 2015, heretofore assigned to 7th Circuit Court for Davidson County, Tennessee, as Case No. 15P-1061 regarding:

The Estate of WANDA WEAVER JOHNSON

As the remain of record in 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 16th day of July, 2015.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

