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TRUST FOR THE BENEFIT OF

JAMES HENLEY THOMPSON

I, WILLIAM MICHAEL THOMPSON, JR., of the State of Georgia and County of Fulton do hereby transfer and convey in trust to Ray Henley Thompson the property described in Schedule "A" attached hereto, to hold and administer, to preserve, protect and manage in trust, and to distribute as follows:

ARTICLE ONE

Whenever used in this trust, "James" refers to my son, James Henley Thompson. "Lineal descendants" shall include those hereafter born, either before or after my death as well as those now in existence. Any person adopted according to law at any time shall for all purposes be treated as a child born to the one who adopts such person.

ARTICLE TWO

(a) The trustee may, in her discretion, accumulate income in trust, or may, at any time and from time to time, distribute to James such part or all of the income or principal of the trust as the trustee determines.

(b) When James attains the age of twenty-one, the trustee shall notify James in writing that James has the unrestricted right for 60 days beginning on his twenty-first birthday to direct that the trustee distribute any part or all of the trust property, including principal and accumulated income, to him outright and free of trust. James's right to withdraw property from the trust shall be exercised at any time after James attains the age of twenty-one by the delivery of written notice of the exercise of such right to the trustee not later than 60 days from the date on which James receives written notice of his right to withdraw property from the trust. If James fails to exercise such right within the time limit specified above, then the foregoing right to withdraw property from the trust shall lapse and this trust shall continue subject to the terms and conditions provided herein.

(c) If not otherwise terminated sooner, this trust shall terminate when James reaches the age of thirty-five and, upon such termination, the

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