

WILL

I, E. REEVES VANNOY, of Fleetwood, Ashe County, North Carolina, a citizen of the United States of America, declare this to be my last Will, and I hereby revoke any and all other wills and codicils previously made by me.

ARTICLE I BURIAL

It is my desire that I be buried in the Blackburn Family Cemetery. I direct my Executor to take all steps necessary to comply with this request.

ARTICLE II PAYMENT OF DEBTS

I direct that all my just debts, the expenses of my funeral and interment (including the cost of a suitable marker for my grave) in an amount determined to be reasonable by my Executor, the expenses of my final illness and the costs of administering my estate shall be paid as soon after my death as may be practicable.

ARTICLE III PAYMENT OF TAXES

I direct that all death taxes which shall become payable upon or by reason of my death with respect to (i) any property passing by or under the terms of this Will or any codicil thereto, (ii) the proceeds of any policy or policies of insurance insuring my life, or (iii) any other property included in my gross estate for tax purposes, shall be paid out of my residuary estate, other than that portion for which a marital or charitable deduction is claimed.

ARTICLE IV IDENTIFICATION OF FAMILY

~~At the time of the execution of this Will, I am a widower.~~ My wife was BEULAH B. VANNOY ("my wife"). I have no children.

ARTICLE V TANGIBLE PERSONAL PROPERTY

(A) Bequest of Tangible Personal Property. Upon my death, I bequeath all of my tangible personal property and personal effects of every nature as follows:

(1) Distribution to Trust. ~~I direct that all tangible personal property located in the old Blackburn homeplace be distributed to The Blackburn-Vannoy Foundation created under ARTICLE 7 of my wife's Will~~ to be administered in accordance with the provisions therein, or, if The Blackburn-Vannoy Foundation was not created under my wife's Will, then to my Trustee to be administered in accordance with the provisions of ARTICLE X of my Will.

(2) Distribution of Remainder. I devise all of my remaining tangible personal property to my Executor, and I direct that all such property be sold by my Executor, and that the proceeds therefrom be administered and disposed of as a part of my estate.

(B) Payment of Safekeeping and Delivery Expenses. I direct that any expense incurred in safeguarding any asset bequeathed under this Article, or in delivering such asset to the legatee thereof, shall be paid from my estate as a cost of administration.

(C) Memorandum. If I should place with my Will, or among my valuable papers, any letter or memorandum specifying the manner in which I would like certain items of my tangible personal property to be distributed, then I request that such letter or memorandum be respected in the disposition of such tangible personal property.

ARTICLE VI

~~SPECIFIC BEQUEST AND DEVISE~~

(A) Bequest to Maintain Vannoy Family Cemetery. I bequeath the sum of FIVE THOUSAND DOLLARS (\$5,000) to FREDA GOODMAN, if she survives me. It is my wish that FREDA GOODMAN shall use and expend such sum to provide for the upkeep and maintenance of the Vannoy Family Cemetery.

(B) Specific Devise. I devise my interest, if any, in the following ~~property, together with all buildings and other improvements~~ (including all policies of fire, casualty, liability, property damage or other insurance on or in connection with the use thereof), to my niece, JOANN VANNOY BECKER, if she survives me:

Beginning on a spanish oak in C.L. Woodruff's line running N 41° E with fence crossing creek to stake on bank of creek 25 poles; N 14° 15' E 22 poles to stake 41° E 17 1/3 poles to stake; N 57 1/2° E 18 poles to stake; N 78° E 24 poles to a maple and public road; thence with road S 45° E 46 poles to stake in W. A. Phillips line; S 56° 30' W 90 poles to a stake on top of ridge, C. L. Woodruff's line, N 60° W with main top of ridge 29 1/2 poles to the beginning, containing 25 3/10 acres, more or less.

And being the same land described in deed from E. R. Vannoy to E.R. Vannoy and wife, Beulah B. Vannoy, dated December 11, 1972 and of record in Deed Book C-5, page 209, Ashe County Registry which land was originally acquired by E. R. Vannoy in deed from J. G. Vannoy and wife, Ruth Vannoy, to E.R. Vannoy dated November 18, 1937 and of record in Deed Book W-2, page 267. Ashe County Registry.

ARTICLE VII DEVISE OF RESIDUARY ESTATE TO EXECUTOR

~~After satisfying the foregoing devise and bequests, I devise and bequeath to my Executor all the residue and remainder of my property and estate of every nature, including any vested devise or legacy, but excluding all assets over which I have a power of appointment, all of which is hereinafter referred to as "my residuary estate," and I direct that my residuary estate shall be administered and disposed of in accordance with the provisions of the succeeding Article of this Will.~~

ARTICLE VIII CONSERVATION EASEMENT

~~I anticipate that prior to my death the Executor of my wife's estate and I will grant a conservation easement to Blue Ridge Rural Land Trust of Boone, North Carolina, retaining a life estate to me in all real property owned by either me or my wife, prior to her death, individually or jointly, except for the parcel of approximately twenty-five acres devised to my niece under section (B) of ARTICLE VI of this Will.~~ If, at the time of my death, any real property then owned by me, other than the parcel devised to my niece, is not already subject to such a conservation easement, I direct my Executor to grant a conservation easement in all such real property, subject to any existing leaseholds, under terms that are (i) substantially similar to the terms contained in the draft of a "Grant of a Conservation Easement" prepared by Blue Ridge Rural Land Trust on November 15, 2001 and (ii) consistent with the long term charitable purposes listed in ARTICLE X. The easement is to be granted to Blue Ridge Rural Land Trust, if it is then still in existence and qualifies as a tax exempt public charity under Section 501(c)(3) of the Code, or if not, to the North Carolina Chapter of The Nature Conservancy if it is then still in existence and qualifies as a tax exempt public charity under Section 501(c)(3) of the Code. I further direct my Executor to make a one-time donation to Blue Ridge Rural Land Trust or The North Carolina Chapter of The Nature Conservancy (the "Grantee") as required by the Grantee under its then operative policies and procedures as a condition for accepting the easement. Such donation may be made directly to the stewardship fund or monitoring endowment of the Grantee.

ARTICLE IX FINAL DISPOSITION

Upon my death, after payment or provision for payment of all debts, costs of administration, expenses and death taxes as directed in ARTICLES II and III, and after satisfying

the provisions of ARTICLE VIII, the remainder of my residuary estate shall be distributed to ~~"THE BLACKBURN-VANNOY FOUNDATION"~~ created under ARTICLE X of my wife's Will and administered in accordance with the provisions therein. If, for any reason, The Blackburn-Vannoy Foundation was not created under my wife's Will, the remainder of my residuary estate shall be held by my Trustee as a separate charitable trust to be known as "THE BLACKBURN-VANNOY FOUNDATION" and administered as provided in ARTICLE X of this Will.

ARTICLE X CHARITABLE TRUST

If The Blackburn-Vannoy Foundation was not created under my wife's Will, the remainder of my residuary estate shall be distributed to my Trustee to be held as a separate charitable trust to be known as "THE BLACKBURN-VANNOY FOUNDATION" (the "Foundation") and administered as provided in this ARTICLE X.

(A) Purposes. I am creating the Foundation to preserve and maintain all of the real property that I own in Ashe County, other than the parcel devised to my niece under section (B) of ARTICLE VI (collectively hereinafter referred to as the "Blackburn-Vannoy Estate"). Subject to the provisions of paragraph (1) of section (B) of this Article, the purposes of the Foundation shall be exclusively charitable and shall be (i) to preserve, protect and enhance the Blackburn-Vannoy Estate in its natural, scenic, historical, agricultural, forested or open-space condition or use, (ii) to protect native plants, animals, or plant communities on the property, (iii) to restore and/or renovate the Blackburn farmhouse and any other building of historical significance located on the Blackburn-Vannoy Estate, and (iv) to encourage scientific or educational uses of the Blackburn-Vannoy Estate not inconsistent with the terms of any conservation easement to which such property is subject.

(B) Internal Revenue Code Restrictions. The Foundation created under this Article shall in all respects qualify as an organization exempt from tax under Section 501(c)(3) of the Code. The Foundation shall be subject to the following restrictions:

(1) Restriction on Purpose. The Foundation shall operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code.

(2) Charitable Use of Assets. No part of the net earnings of the Foundation shall be distributable to or inure to the benefit of any private person, except that the Foundation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, the Foundation shall not carry on any other activities not permitted to be conducted or carried on by (i) an organization described in Sections 501(c)(3),

2055(a) and 2522(a) of the Code and Regulations thereunder or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations thereunder.

(3) Private Foundation Requirements. The Trustee shall:

(a) make distributions from the Foundation at such time and in such manner so as not to subject the Foundation to tax under Section 4942 of the Code;

(b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code which would subject the Foundation to tax under Section 4943 of the Code;

(d) not make any investment which would subject the Foundation to tax under Section 4944 of the Code; and

(e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

(4) Termination. Upon the termination of the Foundation, if that shall ever occur, the assets of the Foundation shall be distributed as determined by the Trustee to or among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code, or to federal, state or local governments to be used exclusively for public purposes.

(5) Power to Amend. The Trustee shall be authorized to amend the foregoing provisions of this Article in order to meet the tax-exempt qualification requirements of the Code. Further, if the administration of the Foundation ever becomes impracticable such that the Trustee determines that the purposes described in section (A) of this Article may best be served by terminating the Foundation and distributing its assets as provided in paragraph (4) of this Section, the Trustee is authorized to do so.

ARTICLE XI FIDUCIARY APPOINTMENTS

(A) Appointment of Executor. I appoint FIRST-CITIZENS BANK & TRUST COMPANY to be Executor of this Will.

(B) Appointment of Trustee. I appoint FIRST-CITIZENS BANK & TRUST COMPANY to be Trustee of any trust created hereunder.

(C) Power to Appoint Successor Trustee. The Trustee of each trust created hereunder (including Trustees appointed under this section) shall have the power to appoint a successor Trustee: provided that any Trustee so appointed must be a qualified non-profit organization or a corporate fiduciary having managed assets under trust of not less than \$1,000,000,000. Any appointment may be revoked or amended at any time before the appointee begins serving.

(D) Renunciation and Resignation. Each Trustee has the rights to renounce and to resign as Trustee by giving thirty days' notice in writing to the successor Trustee, if any, and to my wife, if she is then living. Each Trustee is hereby expressly authorized to renounce or resign as Trustee of any trust without filing any petition or accounting in any court or with any public official, and without obtaining any approval from any court or public official.

(E) Trustee Succession. Each successor Trustee is expressly authorized to assume the duties of Trustee without obtaining approval from any court. No successor Trustee shall be required to review or audit the accounts and transactions or otherwise to inquire into any act or omission of any predecessor Trustee or to assert any claim against any such predecessor or his or her estate, and no successor Trustee shall be liable for any acts or omissions of any predecessor Trustee.

ARTICLE XII ADMINISTRATIVE PROVISIONS

(A) Waiver of Bond. I direct that no Executor or Trustee acting under this Will is required to give or file any bond or other security in any jurisdiction.

(B) General Fiduciary Powers. I hereby authorize my Executor and my Trustee to do all things and to perform all acts that are requisite or desirable in the businesslike settlement of my estate and the administration of any trust. Without in any way limiting the generality of the foregoing, my Executor and my Trustee shall have all of the powers set forth and described in Section 32-27 of the North Carolina General Statutes, relating to powers of fiduciaries, as they exist at the time of execution of this Will, which powers are incorporated in this Will as if fully set forth herein; except that power (29) entitled "Apportion and Allocate Receipts and Expenses" is expressly not incorporated in this Will, and the power set forth and described in Section 28A-13-3(a)(18) of the North Carolina General Statutes shall not apply to my Executor. My Executor and my Trustee shall have discretion to determine whether items should be charged or credited to income or principal, including the power to provide or not to provide a reasonable reserve against depreciation, depletion or obsolescence. My Executor and my Trustee shall exercise this discretion in such manner as my Executor and my Trustee may reasonably deem equitable and just under all the circumstances, without regard to the provisions of Chapter 37 of the North Carolina General Statutes. I specifically authorize my Executor to sell real or personal property, at public or private sale, for cash or on credit, without court approval.

(B) Waiver of Qualification. No Trustee is required to qualify as Trustee or

to file any reports or accounts in any court; provided that my Trustee shall furnish annual reports or accounts of the administration of the trust to any income beneficiary upon request. Reports and accounts may, on behalf of any beneficiary who is not a competent adult, be requested by or furnished to (i) the guardian of the estate of the beneficiary, if any, or (ii) the beneficiary's attorney-in-fact acting under a durable power of attorney.

(C) Compensation. I direct that any corporate fiduciary serving under this Will is entitled, as compensation for its services, to retain the commissions stipulated in its regularly adopted schedule of compensation in effect and applicable at the time of the performance of such services.

ARTICLE XIII CONSTRUCTION

(A) Captions. Titles and headings contained in this instrument shall not be deemed to govern, limit, modify or in any manner affect the scope, meaning or intent of its provisions.

(B) Gender and Number. As used in this instrument, the masculine, feminine and neuter gender, and the singular and plural numbers, whenever the context requires or permits, shall each be deemed to include the other genders or numbers respectively.

(C) Death Taxes. References to "death taxes" mean all estate, transfer, inheritance or succession taxes, whether federal, state or otherwise, including any and all interest and penalty thereon, which shall become payable upon or by reason of an individual's death.

(D) Competent Adult. An adult individual shall be deemed competent unless either (i) the individual is declared legally incompetent by a court, or, (ii) two licensed physicians certify in writing that, in their opinion, the individual lacks the judgment or understanding to serve effectively as a fiduciary, if applicable, or otherwise to exercise any powers granted or duties imposed under this instrument.

(E) The Code and Treasury Regulations. References to "the Code" mean the Internal Revenue Code of 1986, as amended from time to time. Each reference to a provision of the Code or to a specific Treasury Regulation shall include any successor thereto.

IN WITNESS WHEREOF, I sign my name to this instrument this 15th day of November, 2001, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last Will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed and that I am eighteen years of age or older, of sound mind and under no constraint or undue influence.

[Signature] (SEAL)
E. REEVES VANNOY

We, the undersigned witnesses, sign our names to this instrument, and being first duly sworn, do hereby declare to the undersigned authority that the testator signed and executed this instrument as his last Will and that he signed it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this Will as witness to the testator's signing and that to the best of our knowledge the testator is eighteen years of age or older, of sound mind and under no constraint or undue influence.

Jean Adams residing at 2514 Reynolds Drive
Winston-Salem, NC 27104

Liz Adams residing at 1141-B Bradford Lakes Circle
Greensboro, NC 27407

Gail Tarpitt residing at 26 Brookgreen Rd
North Hills, VA 24363

Witnesses

Addresses

Subscribed, sworn to and acknowledged before me by E. REEVES VANNOY, the testator, and subscribed and sworn to before me by Jean T. Adams and Gail Tarpitt, witnesses, this 15th day of November, 2001.

SIGNED [Signature]
Notary Public

My Commission Expires:

Aug. 9, 2002
(SEAL)

