

Exhibit B

LAST WILL AND TESTAMENT
OF
KENNETH HAROLD BLAISDELL, JR.
Randolph, Vermont

Prepared by Gerald F. Tallman, Esq.
Tallman Law Associates, PC
December 16, 2008

Last Will and Testament

KNOW ALL PERSONS BY THESE PRESENTS, that I, **KENNETH HAROLD BLAISDELL, JR.**, a domiciliary of the State of Vermont, residing in Randolph, County of Orange and State of Vermont, do make, publish, and declare this Instrument to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

FIRST, I direct that all estate, inheritance, succession, transfer or other death taxes assessed by any taxing authority, whether foreign or domestic, in respect of all property taxable by reason of my death or by inclusion of such property in my gross estate for estate tax purposes, be paid, without apportionment, out of my estate.

SECOND, I acknowledge the following issue, as my sole issue:

- A. Troy Blaisdell, adult, of Vermont;
- B. Trini Brassard, adult, of Vermont;
- C. Thad Blaisdell, adult of Vermont.

THIRD, I express the hope and confidence, without imposing any trust or enforceable obligation in law or equity that my Executor will dispose of or distribute individual items of personal property in accordance with any Memorandum or Letter of Instructions I may leave or in accordance with what he or she believes to have been my wishes, however my wishes may be made known to him or her.

FOURTH, I make the following specific bequests:

- A. My son, **Troy Blaisdell**, has been provided for by me already and will be further provided for by his mother, and therefore it is my intention that he receive nothing from my estate through this Will, **except that \$10,000.00 of his \$30,000.00 debt to me for the purchase of his home, shall be forgiven, UNLESS he disputes the validity or any other aspect of this Will.**
- B. **One Thousand Dollars (\$1,000.00) to Troy Blaisdell's daughter, Diana Blaisdell, now living in Kentucky.**
- C. **All my guns and the contents of my gun safe to Thad Blaisdell.**
- D. **A Parcel of land in Randolph (127.2 acres and gravel pit – Parcel ID 115020.010) to Trini Brassard.**
- E. **A Parcel of land in Randolph (102.9 acres – Parcel ID 115003.000) to Thad Blaisdell.**
- F. **An option to purchase any remaining real estate or personal estate for fair market value from the estate to Troy Blaisdell, Trini Brassard and Thad Blaisdell, to each individually. It is understood that parcel ID 115011.010 is owned jointly with Thad Blaisdell and will transfer to Thad outside of this instrument.**

FIFTH, It is my intention and wish that unless, an option is exercised by Troy, Trini or Thad to purchase any real estate owned by me, then all my real estate shall be sold at fair market value and the net proceeds added to my estate.

SIXTH, It is my intention and wish that unless stated otherwise in this instrument, all my personal property, including equipment, should be sold at fair market value and the net proceeds added to my estate.

SEVENTH, If any real estate cannot be sold within a reasonable time, and the executor determines in his or her sole discretion that it would be in the best interest of my estate to do so, then I hereby give, devise and bequeath any real estate owned by me at the time of my death, wheresoever situated, to Thad Blaisdell and Trini Brassard, tenants in common, per stirpes.

EIGHTH, Except as aforesaid, I give, devise and bequeath all personal property, tangible and intangible (including cash on hand) owned by me at the time of my death, and not otherwise disposed of herein, as follows:

- A. A Fifty percent (50%) share to Thad Blaisdell;
- B. Of the remaining share (50%), a Fifty-Five percent (55%) share to Trini Brassard, A Fifteen percent (15%) share to each of the children of Trini Brassard, (Nick, Courtney, Daniel) in equal shares, per stirpes, to be held in trust as described herein.

NINTH, If any person who may be interested in my estate dies at the same time as I do or under such circumstances that there is insufficient evidence to determine which of us died first, then it shall be presumed that such person predeceased me.

TENTH, I hereby give, devise and bequeath my residuary estate as follows:

- A. A Fifty percent (50%) share to Thad Blaisdell;
- B. ♥ A Twenty-Five percent (25%) share to Trini Brassard;
- C. ♥ A Twenty Five percent (25%) share to the children of Trini Brassard, in equal shares, per stirpes, to be held in trust as described herein.

ELEVENTH, If any beneficiary under this Will is under the age of thirty (30) years of age at the time of my death, then any share to benefit such beneficiary is under 30, is given in trust to be held in separate trust for the benefit of him or her and to be administered and distributed as follows:

- A. Until he/she reaches the age of thirty (30) years, my trustee shall pay to or apply for the benefit of him or her so much of the net income and so much of the principal of the trust as my trustee shall deem necessary or advisable to provide for his or her care, support, maintenance, health, education (including higher or special education). My trustee shall accumulate any income not so distributed and shall add the same to principal annually.
- B. I authorize my trustee to pay or apply principal of the trust at any time, to or for the benefit of him or her even to the point of exhausting his or her share of trust principal, in such amounts as my trustee, in his or her absolute discretion, deems necessary or advisable to provide for the support, maintenance, health and education (including higher or special education) of him or her. It is my intention that my trustee shall use his/her discretion to use the trust monies for the benefit of him/her.
- C. When s/he reaches the age of twenty-five (25) years, one half of the remaining trust money held in trust for him or her shall be distributed to him or her and the trust shall continue.
- D. When s/he reaches the age of thirty (30) years, the remaining trust money held in trust for him or her shall be distributed to him or her and the trust shall terminate.
- E. If s/he dies before reaching the age of thirty (30), survived by a child or children (my "grandchild" or "grandchildren"), my trustee shall hold the trust principal in a separate trust for the collective benefit of such grandchild or grandchildren and to administer and distribute that trust in the manner provided under this Section. If s/he is not survived by a child, then all remaining funds shall be distributed to the remaining beneficiaries under this my last will and testament.

TWELFTH, Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate.

THIRTEENTH, I direct that no executor, trustee, or other legal representative of my estate shall be required to furnish any bond or other security in any jurisdiction.

FOURTEENTH, I hereby designate and appoint my son, Thad Blaisdell, of Randolph, Vermont as Executor of this my Last Will and Testament. In the event that the said Thad Blaisdell should predecease me or is unable or unwilling to serve, then I hereby designate and appoint my daughter, Trini Brassard, of Randolph, Vermont as alternate Executor of this my Last Will and Testament.

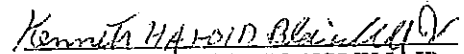
FIFTEENTH, Any and all decision, determinations or actions made or taken in good faith by the Executor pursuant to the powers and discretions given in this Will shall be conclusive on all persons who are or may become interested in my estate.

SIXTEENTH, I confer upon my executor and upon any trustee serving under this Will all powers granted to fiduciaries under the laws of the State of Vermont, whether my estate is administered in Vermont or elsewhere. In addition to the powers granted by law, I authorize my executor or other legal representatives of my estate and any trustee serving under this will:

- A. To accept additions to my estate or to any trust under my Will from any source;
- B. With respect to any property, real or personal, or any estate therein owned by my estate or trust, except where such property or any estate therein is specifically disposed of:
 - 1. To take possession of, collect the rents from and manage the same.
 - 2. To sell the same at public or private sale, and upon such terms and conditions, including credit, as to my fiduciary shall seem advisable.
 - a. To lease, mortgage, partition, or subdivide the same, even where the terms of such lease or mortgage shall extend beyond the administration of my estate or the term of any trust.
 - b. To abandon property which does not have sufficient economic value, in my executor's or my trustee's judgment, to make it worth protecting.
 - 3. To repair or improve the same.
 - 4. With respect to any mortgage held by the estate or trust, to continue the same upon and after maturity, with or without renewal extension, upon such terms as the fiduciary deems advisable, or to foreclose, as an incident to collection of any bond or note, any mortgage securing such bond or note, and to purchase the mortgaged property or acquire the property by deed from the mortgagor in lieu of foreclosure.
 - 5. To employ any bank or trust company incorporated in the state of my domicile, any national bank located in the state of my domicile or any private banker duly authorized to engage in business in the state of my domicile as custodian of any stock or other securities held as fiduciary, and the cost thereof, except in the case of a corporate fiduciary, shall be a charge upon the estate or trust.
 - 6. To execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes, receipts and any other instruments necessary or appropriate for the administration of the estate or trust.
 - 7. To employ and remunerate agents to perform necessary services for the estate or for any trusts created thereunder such as, but not limited to: accountants, attorneys, investment advisors, actuaries, appraisers and custodians.
 - 8. To borrow in the name of my estate or trusts from themselves or others and secure such loans by mortgage, note, or pledge at prevailing rates of interest.

SEVENTEENTH, I hereby make the following funeral wishes know to my executor and surviving friends and family: My body is to be cremated immediately upon my death and the ashes spread several places on the old farm and behind the gravel pit.

IN WITNESS WHEREOF, I have signed my initials to the preceding pages and hereunto set my hand and seal this 12th day of December 2008.


KENNETH HAROLD BLAISDELL, JR.

We, whose names are hereto subscribed, Do Certify that on the 12th day of December 2008.

KENNETH HAROLD BLAISDELL, JR.

the Testator above named, subscribed his name to this instrument in our presence and in the presence of each of us, and at the same time, in our presence and hearing, declared the same to be his **Last Will and Testament**, and requested us and each of us, to sign our names thereto as witnesses to the execution thereof, which we hereby do in the presence of the Testator and of each other, on the day of the date of the said Last Will and Testament, and write opposite our names our respective places of residence.

Jo Anne LaFarge residing at Bethel, VT

Cory L Russell residing at Bethel, VT

W. Allen residing at Randolph, VT

LAST WILL AND TESTAMENT EXECUTION PROCEDURE

The following steps were taken in the execution of the Last Will and Testament of **KENNETH HAROLD BLAISDELL, JR.** at the Law Office of Tallman Law Associates, PC, 26 North Main Street, Randolph, Vermont.

1. The three witnesses and the Testator were alone in the room, and no one entered or left the room during the procedure.
2. I asked the Testator whether or not the Testator had read the document, whether or not that document was his Last Will and Testament, and whether or not it expressed her desires as to the disposition of her property upon her death. The Testator answered that he had read the document, that it was his Last Will and Testament, and that it expressed his desires as to the disposition of his property on his death.
3. I then asked the Testator if he wished the three witnesses to witness the signing of his Will. The Testator answered yes.
4. I then asked the Testator to sign the Will, being certain that the Testator signed the Will using exactly the same name that was typed at the top of the Will.
5. After the Testator signed the Will, the witnesses each signed the Will, and one of the witnesses read the attestation clause aloud and asked whether or not it was a correct statement. The witnesses answered yes.
6. I checked to be sure that the Will was dated both where the Testator signed and in the attestation clause.

That concluded the ceremony of the signing the Will. The foregoing procedure was followed in the execution of the Last Will and Testament of **KENNETH HAROLD BLAISDELL, JR.**, on the 16th day of December 2008.

Kenneth Harold Blaisdell Jr.
KENNETH HAROLD BLAISDELL, JR.

Witnesses:

J. B. L. Bay residing at Bethel VT
Cory L. Russell residing at Bethel, VT
U. H. H. residing at Randolph, VT

Will to be kept at: Orange Probate Court, Chelsea, VT