

STATE OF ALABAMA )

JEFFERSON COUNTY )

1509

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JUD. RECORD 521 PAGE 837

I, Letitia McNeel Arant, a married woman over the age of twenty-one (21) years, do hereby make, publish, and declare this as and for my last will and testament, hereby revoking all other wills and codicils heretofore executed by me.

ARTICLE ONE

In this will the term "my probate estate" means all of the property (by which term I intend also to designate property rights and interests in property) of any and every kind, nature, character, and description, real and personal alike, and wheresoever situate, of which I shall die seized or the owner, or to which I shall be entitled at my death, and also all property to which my estate or any executors or administrators or other personal representatives of mine, in such fiduciary capacities, shall be or become entitled in any way after my death, and also all property that may accrue to me after my death, thus including, in "my probate estate", all real and personal property whose disposition can be effectively made by this will.

ARTICLE TWO

Section 2.1 - I define "Article Two Property" to be all property of any one or more of the following descriptions of which I may die seized or the owner, viz.:

the house if any that is my principal residence at the time of my death; the real property upon which that house if any is located; any curtilage, premises and acreage used or held therewith; all real properties contiguous or nearly contiguous with the aforesaid real property if any; all buildings, structures, and other improvements and appurtenances upon and to all and each of the aforementioned real properties; and all partial, common, or other interests in any or all of the foregoing.

At the time of my execution of this will, my principal residence is located at 2815 Argyle Road, Birmingham, Alabama.

Section 2.2 - If my husband William Douglas Arant (in this will sometimes designated as my "husband Douglas") shall survive me, I give all Article Two Property to him to be his absolutely at my death. If my husband Douglas shall not survive me, in that case I give all Article Two Property to such lineal descendants of me as shall be living at my death, per stirpes and not per capita, to be theirs absolutely, per stirpes and not per capita.

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ARTICLE THREE

All such properties of any one or more of the following descriptions, and wheresoever situate, as I shall own or be entitled to at my death, viz..

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all books, pictures, silver, silverware, china, crystal, linen, and utensils; all dogs, household pets, watches, jewels, jewelry, ornaments, trinkets, and wearing apparel; all paintings and drawings by whomsoever painted or drawn; all objects of art; all musical instruments and music; all hobby collections of objects; all personal papers, personal records, and personal books of account; all household, yard and garage furniture, furnishings, and equipment whether useful or ornamental or both; all other articles of personal, household or premises use or adornment; and all partial interests in or to any or all of the foregoing,

I give to my said husband Douglas, if he shall survive me, to be his absolutely at my death. If my said husband Douglas shall not survive me, I give the same to such lineal descendants of mine as shall be living at my death, per stirpes and not per capita, to be theirs absolutely at my death, per stirpes and not per capita. My executor shall make all decisions as to what particular items of personal property are designated by the foregoing provisions of this Article Three, and my executor's said decisions shall be final, notwithstanding any adverse interest of any executor. My executor may invoke, particularly, the provisions of numbered power (18) set forth in Section 9.2 of this will, in the execution of this article.

ARTICLE FOUR

If at my death I shall own or be entitled to any cemetery plots or to any interests, rights, or licenses relating thereto, I give all of the same to my said husband Douglas, if he shall survive me, to be his absolutely at my death, or, if my said husband shall not survive me, to such lineal descendants of me as shall be living at my death, per stirpes and not per capita, to be theirs absolutely at my death, per stirpes and not per capita, reserving the absolute right, however, that my said husband and I, either or both, may be buried in or on any plot to which this article relates.

ARTICLE FIVE

If at my death I shall own or be entitled to any obligations of the United States that shall be redeemable at par in payment of my federal estate taxes (called "Article Five Property"), in that case I direct my executor to separate all Article Five Property from the rest of my probate estate, and to set aside and hold the same for application and use according to the provisions of paragraph (G) of Section 6.2 of this will.

ARTICLE SIX

Section 6.1 In this will the term "Article Six Property" means so much of my probate estate as shall not have been effectively

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disposed of by operation of earlier provisions of this will, including, among other things, all lapsed gifts, bequests, and devises, and all property howsoever said to be or become subject to this article. I declare and direct that the definitions of "my probate estate", and of "Article Six Property", as heretofore set forth in this will, shall be construed and given effect in accordance with the intention now declared by me that, if I shall be survived by my said husband, or by any lineal descendant of me, I shall not die or be deemed to have died intestate with respect to any real or personal property of which I can make an effective disposition by this will.

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Section 6.2 I direct my executor to pay all of the following out of Article Six Property:

(A) All of my debts (including thereamong all debts of mine for the payment of which any life insurance policy on my life, or other personal or real property of mine in which I shall have an interest at my death, shall at my death be pledged or mortgaged, or otherwise shall stand, as security), and whether or not the payment of any particular debt of mine may be or have been so secured by a pledge or mortgage of personal or real property, or may so be the subject of a security interest in any personal or real property, that the said particular debt of mine shall not be required by law to be the subject of a claim against my estate or my probate estate, save and except that I do not direct (although I do authorize and permit) my executor to prepay, with or without penalty, any debt of mine not by its terms due at my death.

(B) The expenses of my last illness.

(C) My funeral expenses.

(D) All expenses of executing this will and of the administration, and ancillary administration, in any place(s), of my estate, and of making or confirming valid dispositions of, or otherwise looking after or caring for, any property in which I shall be interested at or before my death, and whether or not with reference to property included in "my probate estate", and whether or not the disposition of such property shall be governed by this will. I declare and direct that any reasonable expenses of insuring, storing, packing, shipping, and delivering any item of personal property designated in Article Three in connection with effecting its delivery to a legatee at that legatee's residence or place of business in the continental United States, and preservation in the meantime, shall be paid out of Article Six Property as an expense of administration as that term is used in this paragraph (D). Without impliedly limiting any other power or discretion of my executor, I authorize him in the exercise of his prudent judgment as executor to pay out of Article Six Property, as an expense of administration, the reasonable expenses of travel and of maintenance away from home, including the cost of transportation, lodging, and meals, of any person, whether or not an executor or member of my family, who in the judgment of my executor shall be deemed by him to have undertaken such travel away from that said person's own home and to have incurred the expense of the same in the execution of my will, in the administration of my estate, or in assisting any executor of mine in such a connection.

(E) The price of any suitable gravemarker or tombstone, or both, that shall be selected by my executor in his absolute discretion after such if any consultation as he may choose to have with any member(s) of my family.

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(F) The amounts of such if any unpaid subscriptions, made or to be made by me during my lifetime for religious, charitable, or educational purposes, as shall at the time of my death be evidenced by then-current pledges, to the extent that such subscriptions shall not constitute debts. The respective amounts of all such unpaid subscriptions I give, free of all amounts that are the subjects of the next succeeding paragraph (G) of this section, to the person or persons, corporation or corporations, to whom at the time of my death those unpaid subscriptions shall purport to be payable; and I empower my executor to construe the provisions of this paragraph (F) and to make final decisions as to the amounts of gifts, and as to the identities of the beneficiaries of the gifts, effected by this paragraph (F).

(G) All estate, inheritance, succession, and other death taxes and duties (and all penalties referable to any thereof) imposed upon or with reference to my death or to any property whose disposition shall be effected by this will, or upon or with reference to any gift, bequest, devise, legacy or transfer effected by this will or effected by some instrument other than this will by or through or under which any person or persons shall by right of survivorship of me acquire an interest in some property of which some or all of the value shall be subject to death taxes or death duties in my taxable estate, or imposed upon or with reference to the recipient of any such aforesaid gift, bequest, devise, legacy or transfer, and including without limitation all such taxes, duties, and penalties arising out of or resulting from the inclusion in my estate for death tax purposes of any property, power, right, or interest (whether the same shall or shall not be a part of my probate estate, or shall or shall not be disposed of or exercised by this will), or arising out of or resulting from the fact that property (including without limitation life insurance policies or the proceeds thereof) has been given, bequeathed, devised, or transferred by me by any means. All of the aforesaid death taxes, death duties, and penalties shall be paid by my executor out of and in diminution, or if need be complete exhaustion, of Article Five Property, and, to the extent that Article Five Property shall be insufficient to the completion of that purpose, out of such Article Six Property as shall not in fact be necessary to be appropriated to the execution of the provisions of the preceding paragraphs of this section (the "balance" of Article Six Property); and the said Article Five Property and the said balance of Article Six property shall be charged with all such taxes, duties, and penalties, whether imposed by federal or state or foreign law, so that there is extinguished each and every right to any contribution from, recourse to, or proration or apportionment among, any person or persons, corporation or corporations, to reimburse my executors, or my probate estate, or any taker of my residuary estate, on account of any such taxes, duties and penalties, which right might exist by virtue of statute or otherwise were it not for this provision of this will. I also declare and direct, however, that all amounts to be paid pursuant to paragraph (F) of this Section 6.2, as well as all such gifts, bequests, and devises made by Articles Two through Four, both inclusive, of this will, as shall not become Article Six Property by lapse, shall be exonerated from and free of all death taxes, death duties, and related penalties, and shall not be caused or permitted to be made to bear, or indirectly or directly to contribute to the payment of, any of the taxes, duties, and penalties that are a subject of the provisions of this paragraph (G).

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Section 6.3

(A) So much Article Five Property and Article Six Property as shall not in fact be required to be appropriated to the execution of the provisions of Section 6.2 shall at my death constitute my "residuary estate".

(B) Effective at the time of my death I give my residuary estate to such lineal descendants of mine as shall be living at my death, per stirpes and not per capita, to be theirs absolutely, per stirpes and not per capita. Consistently with the provisions of this paragraph (B), I declare that I empower and expect my executor to make applications and distributions of income and principal of my estate to the proper persons beneficially interested in the same as soon after my death as may be conveniently possible, and without waiting for any formal or other termination of the administration of my estate.

ARTICLE SEVEN

I nominate, constitute, and appoint my husband William Douglas Arant as executor of this will. If my said husband shall fail to survive me, or having survived me shall fail to qualify as executor, or having qualified as executor shall thereafter die, resign, or fail to continue to act as executor, then and in any such event I nominate, constitute, and appoint my son-in-law Richard J. Stockham, Jr., as executor of this will.

ARTICLE EIGHT

If I and any other person shall die under such circumstances that there shall be no sufficient evidence that that other person and I shall have died otherwise than simultaneously, I declare and direct for all of the purposes of this will that that other person shall be conclusively presumed and deemed to have predeceased me.

ARTICLE NINE

Section 9.1 I intend and declare that all of the powers, discretions and immunities of my executor, whether conferred by law or by this will, shall apply and be exercisable with respect to singly and collectively each and every property, property right, and interest in property of any and every kind and description that may at any time or times be a part of my probate estate or otherwise be subject to any provision of this will, and whether or not any or all of the same shall at any particular time constitute assets to which the legal title shall be in my executor. All powers, discretions, and immunities conferred upon my executor from any source shall be deemed to be, and shall only be exercisable as, administrative and fiduciary powers, discretions, and immunities, and shall not be so construed or given effect as to constitute powers of appointment. All such powers, discretions, and immunities shall be exercised impartially, and only in the interests of the person or persons, corporation or corporations, beneficially interested and to be interested in and under this will, and no such power, discretion or immunity shall be exercised for the personal benefit of any executor except impartially, or in valid consequence of rights conferred by substantive dispositive provisions of this will.

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Section 9.2 In executing my will, and administering my estate, my executor shall at all times and from time to time have, and may exercise, by transactions and devices public or private, personally or by attorney-in-fact or by agent, without previous or other approval or order of any court, and without previous or other notice to or consent by anyone, each and all of the following powers, discretions and immunities in addition to any similar or dissimilar powers, discretions, and immunities that may otherwise be conferred upon my executor by law, all of which shall be broadly construed:

(1) To accept and receive in kind from me or my estate, or from any other personal representative of mine, and to retain without limitation as to time, and by purchase, exchange, or otherwise in any way whatever to acquire, whether for the purpose of investment or re-investment or for any other purpose, investments and reinvestments in any property of any kind, nature, character or description, real or personal, and wheresoever situated, whether domestic, foreign or alien, and whether or not any or all of the same may be described as or deemed permissible for executors or trustees under any existing or future laws of the State of Alabama or of any other State or of the United States or under the rules or decisions of any court or under any rule of policy anywhere;

(2) To retain, make, hold, and dispose of investments and reinvestments, however or from whomever received or acquired, without regard to any actual or potential lack of diversification of such investments;

(3) To hold any or all stock, securities and other paper whatever in bearer form, and to hold any or all stock, securities and other paper whatever, and any or all other property, real or personal, in the name of my executor or in the name or names of some other person or persons, corporation or corporations, all without disclosing any fiduciary relationship;

(4) To negotiate, make, execute, and deliver, and to act upon, and to act in reliance upon, any agreements or contracts whatever with respect to, and to grant options upon, sell, exchange or otherwise in any way whatever dispose of, lease, and lease with options attached, and to convey, transfer, assign, set over, and deliver, any part, component part, share or asset of my probate estate for such consideration, on such terms and conditions whether negotiated in public or private, and for such a period or periods of time (even though it or they may or does or do extend beyond the term of the execution of this will or the administration of my estate) as my executor may in his discretion and judgment deem necessary or desirable;

(5) To convert any or all property, real or personal or mixed in any ratio, into other property, real or personal or mixed in any ratio;

(6) To manage, operate, and administer any or all real properties and interests in real property from time to time or at any time constituting a part of my probate estate, whether legal title to any such real property shall or shall not ever be or have been vested in my executor, and to declare and adjust the boundaries of any or all real property;

(7) At any time and from time to time to do any one or more of erecting, adding to, repairing, maintaining, tearing down, and replacing any improvements, buildings or structures, or any parts of any improvements, placed or to be placed upon any real property from time to time or at any time constituting a part of my probate estate;

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(8) To manage, and by general or limited proxy with or without full power of substitution to vote or cause or permit to be voted, all stock, securities, and rights and interests evidenced by any other type of paper whatever in any public or private corporation, trust or association with reference to all matters ordinary and extraordinary, including without limitation any or all of the following: the borrowing of money for long terms or short terms; the issuance or retirement of any such aforesaid stock, securities or other paper; the sale, exchange, or other disposition of some or all assets; conversion, consolidation, merger, recapitalization, dissolution, liquidation, and any other transactions, including reorganization, of any character whatever, and whether or not in Bankruptcy;

(9) Alone or with any one or more others to do any one or more of proposing, joining in, opposing, dissenting from, becoming a party to, participating fully or partly or not at all in, and carrying out, any formal or informal plan relating to any one or more of the matters just referred to, or of any other character whatever, affecting any public or private corporation or other business unit any of whose property, stock, securities or other paper whatever, or any interest in which, may be subject to the terms of this will or otherwise included in my probate estate; and in connection with any of the foregoing to pay any assessment or expenses deemed advisable for the protection of the interests of any executor of mine in that capacity, or of my probate estate or of the beneficiaries of this will; and in connection or not in connection with any of the foregoing to deposit any or all stock, securities, and other paper whatever with any protective committee, depository or trustee on any terms whatever and for any long or short period(s) of time whatever;

(10) To borrow or lend or advance money with or without security, and to give, obtain, retain, or substitute security for loans by mortgage, pledge, security interest, or other means;

(11) On unchanged or changed terms, and at any time or times at or before or after which any loans or other indebtedness shall be or become or have become due, to renew or extend loans or any other indebtedness, however evidenced, at any time owing by or to me or my estate or any executor of mine;

(12) To compromise, compound, settle, adjust, or submit to arbitration, any matter of dispute;

(13) To institute, prosecute, defend, and by intervention or otherwise to become a party to, and to participate in, any formal or informal actions, suits or proceedings whether at law, in equity, in admiralty or merely administrative, and whatever the jurisdiction or office or authority of the court, body or person(s) before or by whom the same are conducted;

(14) To fix, maintain, and change the accounts, bookkeeping systems, and accounting systems by means of and according to which, and the calendar or other (fiscal) periods with respect to which, records shall be made of the administration of my estate and the income, net income, and capital changes thereof determined, and the tax returns (of all kinds) thereof executed and filed;

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(15) From time to time and at any time before distribution, but within a time permitted by law, to assign and transfer and to join with one or more others in assigning or transferring, to a voting trustee or trustees who may be or include my executor, any or all shares of stock in any public or private corporation that may from time to time or at any time comprise a part of my probate estate or be subject to any provision of this will; to select, or to join with one or more others in selecting, the voting trustee or trustees; and to propose, negotiate, fix, consent to, and change, the voting trustee or trustees, the terms, and any or all of the conditions and provisions for, upon, and subject to which any such shares of stock shall be held by the voting trustee or trustees;

(16) To remove from and to procure the removal from and to consent to the removal from, the State of Alabama, and to locate and to procure to be located and to consent to be located, anywhere, any part, share or asset of my probate estate;

(17) To keep my probate estate insured against casualty, and to insure the owners thereof, those beneficially interested therein, and users thereof, against loss or damage with reference to the same and the use thereof;

(18) In connection with any division of the property designated in Article Three hereof, to select, supervise, and carry out the means, methods, and procedures by which any such division shall be accomplished, including any system of choosing by lot and in any such connection to divide that said property into equal or unequal lots and to assign values thereto.

Section 9.3 All powers and discretions conferred upon my executor from any source may be exercised by him after, as well as before, the vesting of any interest in my probate estate, until distribution in fact shall have been effectively completed.

#### ARTICLE TEN

In making any agreements, engagements, or undertakings of any kind in his fiduciary capacity under this will, my executor shall have full power to provide effectively in any such agreement, engagement or undertaking that any liability referable to any such agreement, engagement, or undertaking shall be enforceable only against the or some of the property of my probate estate, and/or that my executor shall be free of personal liability on any such agreement, engagement, or undertaking (if any) to be made on behalf of my estate and executed and delivered by such an executor.

#### ARTICLE ELEVEN

I expect any natural person serving under this will as executor so to serve without compensation; but I direct that every executor of mine, even though serving without compensation, shall be reimbursed and made whole in full from the appropriate part, share, or asset of my probate estate for all costs, expenses, and disbursements reasonably paid or incurred by such an executor in executing this will, or in administering my estate, including all such costs, expenses, and disbursements reasonably paid or incurred in caring for my probate estate

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or any asset thereof, or for any property with respect to which my executor and my beneficiaries, or any of them, may have an interest, or in protecting my probate estate or any such asset or property from loss or damage by any casualty, force or hazard, or in protecting any executor or beneficiary or taker under this will from any loss or liability referable to my probate estate or to any share, part or asset of my probate estate or to the use of any such aforesaid.

#### ARTICLE TWELVE

My executor may in that capacity under this will act personally or by one or more attorneys-in-fact or agents, and may retain, and act in reliance upon the advice of, any other person or persons, corporation or corporations, including, as illustrative examples merely, accountants, appraisers, investment counsellors, brokers of all kinds, and such one or more lawyers and firms of lawyers (including, without limitation, any firm of which my husband Douglas may be a member) as my executor shall see fit, and shall not be responsible to my estate or to any beneficiary or taker under this will for the acts or omissions or negligence of any such aforesaid, but shall be held only to the exercise of reasonable care in selecting and employing them. Reasonable amounts charged by agents, advisers, and consultants for services rendered by them to my executor according to the preceding provisions of this article, shall constitute expenses of administration of my estate under paragraph (D) of Section 6.2 of this will, to be paid according to that section, or otherwise according to the law of estates, all as may be appropriate, even though any executor of mine shall serve without compensation. If any natural person serving without compensation as executor under this will shall retain any agent(s) to perform any duties of the said natural person as executor, the full expense of hiring and retaining the said agent(s) shall be chargeable as an expense of administration of my estate, and the amount of the said expenses so chargeable shall in no way be limited by the mere fact that any natural person shall be serving without compensation, nor shall any such natural person be prevented for any reason from contracting, at the expense of my estate, with such an agent so that the agent's reasonable compensation for so acting as agent shall be as much as could be awarded by law to that natural person if he or she were the sole executor and not so serving without compensation.

#### ARTICLE THIRTEEN

No executor of mine shall be required to give or make any bond for the faithful performance of any duties which by this will or otherwise are imposed upon my executor in that capacity, or to make or file, for or in any court, any report, inventory, appraisalment, settlement or accounting. My executor shall, however, cause to be made out and kept reasonably current an inventory of the properties and estates with which he is chargeable and a double-entry statement of the receipts and disbursements, charges and credits, relating to both principal and income, of the properties and estates with which he is chargeable, and shall make all of the same available to the interested beneficiaries, under this will, for inspection and copying at all reasonable times.

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ARTICLE FOURTEEN

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No person or persons, corporation or corporations dealing with any executor of mine shall be under any obligation, duty or liability to notice or inquire into the power or authority of such an executor to do any act done or attempted or sought to be done in the performance of any duty or in the exercise of any discretion which by this will is imposed or conferred upon such an executor; nor shall any such person or persons, corporation or corporations, be under any obligation, duty or liability to see to the proper application or disposition by any executor of mine of any purchase price or other consideration for any property, or to see to the proper disposition of any money or property that is paid or lent or delivered to any executor of mine.

ARTICLE FIFTEEN

The provisions of this will that are for my said husband and for his benefit are in lieu of all such curtesy and other rights in or with respect to any property, including any homestead, owned or to be owned by me at any time, as my said husband shall or could have at or because of my death during his lifetime on account of or arising out of his marriage to me, whether under present or future statutes relating to curtesy, descent and distribution, intestate succession, homesteads, homestead exemptions or other exemptions, or otherwise under the laws of any state.

ARTICLE SIXTEEN

In any determination of who shall be deemed to be beneficiaries under any provision of this will, any person who (whatever the dates of his or her birth and death before, during or after my lifetime) shall be or have been legally adopted by another person (the "adopter") shall be deemed a legitimate child of the blood of the adopter, and shall so be deemed of the issue, and a lineal descendant, of the adopter and of each and every person of whom the adopter in turn shall be or be deemed a child, or issue, or a lineal descendant.

ARTICLE SEVENTEEN

References in this will to my "executor" shall be deemed to designate the person that shall from time to time be occupying the office of executor under this will. Any natural person at any time

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occupying, or designated to occupy, any fiduciary position(s) under this will, may decline to qualify for, or having qualified for may resign from, any such fiduciary position.

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IN WITNESS WHEREOF, I have hereunto set my signature and seal on this the 19th day of March, 1975, and have signed my initials on each of the ten preceding pages in the lower right-hand corner thereof, hereby declaring the instrument contained on this and those ten preceding pages to be my last will and testament.

Letitia McNeel Arant (SEAL)  
Letitia McNeel Arant

In the joint presence of all of us the foregoing instrument was signed, sealed, published, and declared by Letitia McNeel Arant to be her last will and testament; and we, at her request and in the joint presence of her and of all of the others of us, have by our signatures hereunto subscribed our names as attesting witnesses, on this the 19th day of March, 1975.

NAME OF WITNESS	ADDRESS AT DATE OF ATTESTATION AND SUBSCRIPTION
<u>T. M. McNeel</u>	<u>800 1st Mt. So Nat Bldg.</u>
<u>Robert Wheeler</u>	<u>B'ham Ala 35203</u>
<u>Virgie Peterson</u>	<u>1590 Brown Hwy, B'ham Ala 35203</u>
	<u>841 Lincoln St NW B'ham Ala</u>

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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama  
JEFFERSON COUNTY

I, O. H. Florence, Judge of the Court of Probate, in and for said State and

Court, do hereby certify that the foregoing instrument \_\_\_\_ of writing has \_\_\_\_ this day, in said Court, and before me as

the undersigned, been duly proven by the proper testimony to be the genuine last Will and Testament \_\_\_\_

of Leticia McNeel Arant Deceased and that said Will \_\_\_\_

together with the proof thereof have been recorded in my office in Judicial Record, Volume 521, Page 836-847.

In testimony of all which I have hereto set my hand, and the seal of the said Court, this date July 18, 1977.

PROBATE - 98

O. H. Florence Judge of Probate.

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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1987 JAN 21 AM 9:49

*Thomas P. Henderson, Jr.*  
JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$32.50
Index Fee	1.00
TOTAL	\$33.50

## CERTIFIED COPY

I, O. H. Florence, Judge of the Court of Probate for Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the instrument 90704 herewith set out as appears of record in said Court. Witness my hand and seal of said Court, this 20th day of January, 1987  
Judge of Probate

*O. H. Florence*

