

LETTERS TESTAMENTARY

PROBATE - 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMAC BEATY HANNACASE NO. 182591Deceased20040819000465220 Pg 1/10 38.00
Shelby Cnty Judge of Probate, AL
08/19/2004 13:59:00 FILED/CERTIFIED**LETTERS TESTAMENTARY****TO ALL WHOM IT MAY CONCERN:**The Will of the above-named deceased having been duly admitted to record in said county. **Letters Testamentary** arehereby granted to MARK HANNA AND HENRY P HANNA

the Personal Representative named in said will, who has complied with the requisitions of the law and is authorized to administer the estate. Subject to the priorities stated in § 43-8-76, Code of Alabama (1975, as amended), the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers authorized in transactions under § 43-2-843, Code of Alabama (1975, as amended).

WITNESS my hand this date, JULY 17, 2003

(SEAL)

Judge of Probate

I, Carol K. Johnson, Chief Clerk of the Court of Probate of Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the **Letters Testamentary** issued in the above-styled cause as appears of record in said court. I further certify that said Letters are still in full force and effect.

WITNESS my hand and seal of said Court this date, _____

Chief Clerk

LAST WILL AND TESTAMENT
OF
C. BEATY HANNA

182591

I, C. Beaty Hanna, of Mountain Brook, Alabama, declare this to be my will, and I revoke all previous wills and codicils that I have made.

ARTICLE I
Specific Gifts

A. I give my tangible personal property (together with any assignable insurance policies thereon), including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, club memberships and stadium certificates, wearing apparel, and other articles of household or personal use or ornament, together with any insurance on any specific item, but excluding coins held for investment and paper currency, to my brothers, L. Randolph Hanna, Henry P. Hanna and Mark Hanna ("my brothers"), who survive me.

B. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

ARTICLE II

I give to my nephew, Steve A. Hanna, all shares of stock that I own in The Garden Shop, Inc., an Alabama Corporation.

ARTICLE III

I give to my good friend and companion, Nell S. Metz, the sum of One Hundred Twenty-five Thousand Dollars (\$125,000.00) to be paid to her within ninety (90) days from the date of my death, in the event she survives me for more than thirty (30) days.

ARTICLE IV

I give my residue estate, which shall not include any property over which I have power of appointment, to my brothers, in equal parts, share and share alike, *per stirpes*.

ARTICLE V

Payment of Taxes and Expenses

My personal representative shall pay from my residuary estate all estate and inheritance taxes (including any interest and penalties) together with the expenses of my last illness and all administration expenses, including an appropriate marker for my grave, payable in any jurisdiction by reason of my death, whether or not the assets generating those taxes and expenses pass under this will. The preceding items shall be charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment

WITNESSED THIS THE 17th

July, 20 03

NOTED AND RECORDED

Michael J. Bolin

NOTARY PUBLIC

C. Beaty Hanna

Signature

of those taxes, except that, to the maximum extent permitted by law, my personal representative shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate under Section 2036 of the Code, and which taxes are not otherwise paid or payable.

ARTICLE VI

Personal Representative Nomination and Powers

A. I name my brothers, Henry P. Hanna and Mark Hanna, or the survivors, or the one who may qualify and act, as personal representative of this will.

B. I give my personal representative, wherever acting, power:

1. To retain, sell (at public or private sale), exchange, lease for any term (even though commencing in the future or extending beyond the date of final distribution of my estate), mortgage, pledge, or otherwise deal for any purpose with the property, real or personal, from time to time comprising my estate, for such consideration and on such terms (with or without security) as my personal representative shall determine;

2. To compromise or abandon any claims in favor of or against my estate;

3. To disclaim, in whole or in part, any property or interest therein which passed to me or which was created for my benefit, for any reason including, but not limited to, a concern that such property could cause potential liability under any federal, state or local environmental law;

4. To employ accountants, depositories, investment counsel, attorneys, and agents (in each case with or without discretionary powers);

5. To make distributions from my estate in cash or in kind, or partly in each and to value any property for that purpose; and to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries.

C. The powers granted to my personal representative hereunder shall be in addition to all other powers granted by law and shall be exercisable in the discretion of my personal representative and without court order. To the extent such requirements can be legally waived, no personal representative shall be required to file an inventory or appraisal, or account to any court, or obtain the order or approval of any court before exercising any power or discretion granted in this will. I contemplate that my personal representative may take possession of assets of my estate if, in my personal representative's sole discretion, such action is necessary for purposes of estate administration. I hereby exonerate my personal representative of any liability under Ala.

E. Beatty Hanna

Signature

Code Section 43-2-840 in taking possession of any assets of my estate. No personal representative shall be required to furnish bond or security.

D. My personal representative shall make such elections and allocations under the tax laws as my personal representative considers advisable (whether or not the election or allocation relates to property passing under this will), without regard to, or adjustments between, principal and income or the relative interests of the beneficiaries. Any decision to exercise tax elections or make allocations hereunder shall be made by my domiciliary personal representative, if any, in preference to any ancillary personal representative, and shall be binding and conclusive on all persons.

E. If any portion of my estate is distributable to a beneficiary who is then under the age of twenty-one years, my personal representative may distribute that beneficiary's share, without further responsibility, either directly to that beneficiary, to a qualified individual or trust company designated by my personal representative as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or to the individual having personal custody of that beneficiary (whether or not court-appointed), and the receipt of the distributee shall discharge my personal representative.

I signed this will on 25 day of July, 2001.

C. Beaty Hanna
C. Beaty Hanna

On the date last above written, we saw C. Beaty Hanna, in our presence, sign the foregoing instrument at its end. He then declared it to be his will and requested us to act as witnesses to it. We then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

Ann A. Pitchard

Residing at _____

[Signature]

Residing at _____

Residing at _____

July 17th 03
Michael J Berlin

JR 2235 PG 151

Second Codicil to Will of C. Beaty Hanna

STATE OF ALABAMA
JEFFERSON COUNTY

182591

I, C. Beaty Hanna, domiciled in the State of Alabama in the County of Jefferson, declare this to be a second codicil to my Will dated July 25, 2001 and my first codicil to my Will dated September 6, 2001.

FIRST: I revoke Article III of my Will and my first Codicil to my will dated the 6th day of September, 2001, and substitute therefor the following new Article III:

ARTICLE III

1. I give to my good friend and companion, Nell S. Metz, the sum of One Hundred Twenty-five Thousand Dollars (\$125,00.00) to be paid to her within six (6) months from the date of my death, in the event she survives me for more than thirty (30) days.

2. I currently am the owner of 99 general units, as well as 814 Limited Priority Units, and 233 Limited Regular Units, in the Hanna Family Partnership, Ltd. ("Partnership") Steve A. Hanna and I are the general partners and it is my wish on my death that the Partnership should continue in keeping with the provisions of the Restated Certificate and Agreement of Partnership made as of September 1, 1996, ("Agreement of Partnership") with the addition as general partners, those of my brothers that survive me; namely, Mark Hanna, Henry P. Hanna and L. Randolph Hanna. I have reviewed the Agreement of Partnership, and in particular Article X, paragraph B(ii) and paragraph E, and am trusting that the members of the Partnership will concur with my wishes that the Partnership

shall continue to function with the addition of my brothers that survive me as general partners. I give to my nephew Steve A. Hanna, 51 general partnership units; to my brothers that survive me, Mark Hanna, 16 general partnership units, Henry P. Hanna, 16 general partnership units, and to L. Randolph Hanna, 16 general partnership units, so long as and conditioned upon each of said beneficiaries agreeing to and taking what steps may be necessary for the continuation of the Hanna Family Limited Partnership amending the Restated Certificate and Agreement to provide that each of said named beneficiaries who survive me will be a general partner and owner of the bequeathed partnership units bequeathed herein. In the event any of my brothers should predecease me or should object to the amendment to the Agreement of Partnership to provide for the additional general partners, then the bequest to such predeceased brother or objecting surviving brother is revoked and shall be canceled and terminated and divided between my brothers that survive me and consent to amending the Agreement of Partnership to provide for the bequest of my general partnership units. It is my intention and purpose to provide for the continuation of the Hanna Family Partnership with the survivors of my brothers and my nephew being the general partners.


3. I give to my nephew Steve A. Hanna, 270 Limited Priority Units and in the event he should predecease me I give to the survivor of Sarah Kathryn Hanna and Carol Peay Parker the said 270 shares of Limited Priority Units to be theirs as of the date and hour of my death.

4. I give to my brother, L. Randolph Hanna, 233 Limited Regular Partnership Units.

5. I give my brothers, Mark Hanna and Henry P. Hanna, all of the remaining Limited Priority Units, in equal parts, share and share alike, *per stirpes*.

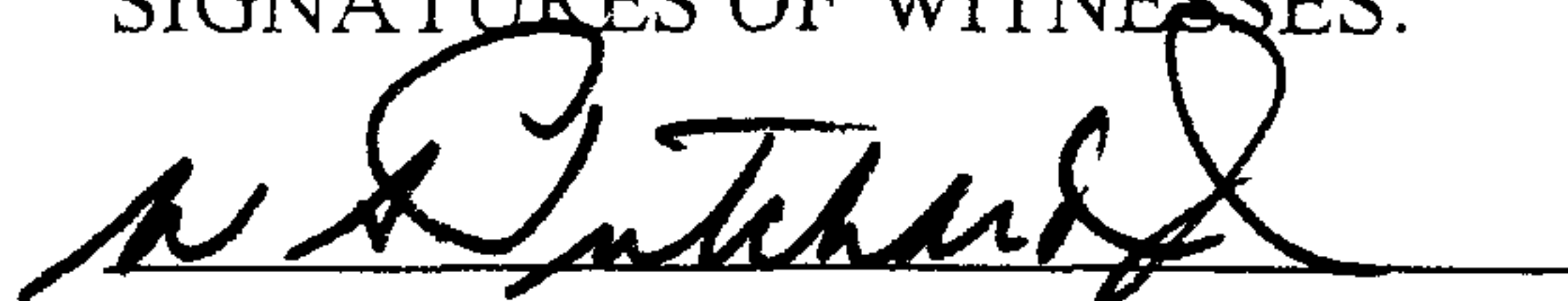
SECOND: In all other respects, I confirm and republish my Will dated July 25, 2001.

IN WITNESS WHEREOF, I have hereunto set my hand to this codicil to my Will on this the 12 day of October, 2001.


C. Beaty Hanna

On the date last above written, the foregoing instrument was signed, published and declared in our presence by C. Beaty Hanna to be a second codicil to his Will, and he requested us to act as witnesses thereto, and we, in his presence, and in the presence of each other, believing him then to be of sound mind and memory, acting voluntarily and not under duress or constraint of any kind, signed our names as attesting witnesses.

SIGNATURES OF WITNESSES:





ADDRESSES OF WITNESSES:

CERTIFICATE TO THE PROBATE OF WILL & CODICIL

The State of Alabama
JEFFERSON COUNTY

I, Michael F. Bolin, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument _____ of writing has _____ this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament _____ of **C BEATY HANNA** Deceased and that said Will _____ together with the proof thereof have been recorded in my office in Judicial Record, Volume **JR2235**, Page **148-153**.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date **JULY 17, 2003**.

Michael F. Bolin, Judge of Probate.

IN THE MATTER OF:

THE ESTATE OF:

C. BEATY HANNA
DECEASED)
)
)
)
)
)IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 182591

ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND

Now on this day come Mark Hanna and Henry P. Hanna and file in this Court their petition in writing, under oath, praying that Letters Testamentary upon the Will and Codicil of C. Beaty Hanna, deceased, be issued to them.

It is therefore **ORDERED** and **DECREED** by the Court that Letters Testamentary upon said will be granted to Mark Hanna and Henry P. Hanna, and that said letters issue without bond or security being required, in accordance with the terms of said will and codicil. It is further **ORDERED** that the petition in this behalf be recorded.

DONE this date, July 17, 2003.



Judge of Probate

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, Carol K. Johnson, Chief Clerk of the Court of Probate, in and for said County in said State hereby certify
that the foregoing contains a full, true and correct copy of the **LETTERS TESTAMENTARY, LAST WILL AND**
AND TESTAMENT, CODICIL TO WILL AND ORDER GRANTING LETTERS TESTAMENTARY

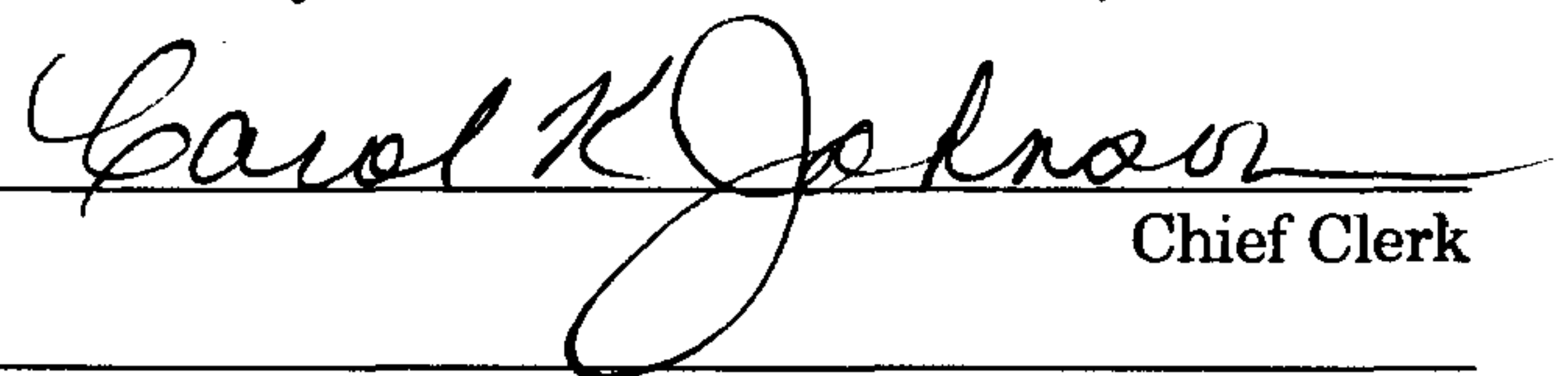
20040819000465220 Pg 10/10 38.00
Shelby Cnty Judge of Probate, AL
08/19/2004 13:59:00 FILED/CERTIFIED

in the matter of **THE ESTATE OF C. BEATY HANNA**

as the same appears on file and of record, in this office.

Given under my hand and seal of said Court, this

the **17th** day of **AUGUST**, 20 **04**


Chief Clerk