

IN THE MATTER OF THE ESTATE OF ) IN THE PROBATE COURT  
KARL EMIL HOFAMMANN, JR., ) OF JEFFERSON COUNTY, ALABAMA  
)  
DECEASED. ) CASE NO. ~~214524~~

**PETITION FOR PROBATE OF WILL**  
(Self-Proved Will)

Comes the Petitioner, EUGENIA HOFAMMANN MULLINS f/k/a EUGENIA HOFAMMANN MCGILL, and shows this Court the following facts:


1. KARL EMIL HOFAMMANN, JR. (the "Decedent") died testate at Birmingham, Alabama, on or about the 15th day of January, 2011, and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Attached hereto as **Exhibit A** and incorporated herein by reference is a photocopy of the Decedent's Last Will And Testament dated October 24, 1994, and originals of the Codicil and Second Codicil thereto dated March 19, 1997, and December 11, 2003, respectively (collectively, the "Will"), naming the Petitioner as personal representative thereof, which was duly signed by the Decedent when over eighteen (18) years of age, and was attested by the following witnesses:

Name	Present Address
<b>Will</b>	
BARBARA BENDER	Address Unknown
DIANE ROGERS	Address Unknown
<b>Codicil</b>	
MILDRED N. PEAKE	Deceased
BARNA W. PEAKE	2796 Pump House Road Birmingham, Alabama 35243
<b>Second Codicil</b>	
COURTNEY SMITH	Address Unknown
BRENDA T. SEARS	123 Goode Trail Wilsonville, Alabama 35186

3. The October 24, 1994, Will submitted is a true and correct photocopy of the original instrument, which Petitioner has not been able to locate since the Decedent's death after a diligent search. Although Petitioner will continue to search for said original and, if successful, will deliver it to this Court, Petitioner is informed and believes that Decedent never

DOCSB01M\18364032

  
20151215000427700 1/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

revoked the said Will by physical act or any other means, and, in fact, never formulated any intent whatsoever to do so, which is confirmed by his making of the Codicil and Second Codicil, both of which republished the said Will. Moreover, Petitioner's brothers, the Decedent's only other heirs and next-of-kin, have in their Waivers of Notice attached hereto as **Exhibit B** and incorporated herein by reference, consented to the probate of the photocopy of said Will. The Will was executed and witnessed before BRENDA T. SEARS, as notary, whose affidavit is attached hereto as **Exhibit C** and incorporated herein by reference.

4. The Will, as identified in paragraph 2 hereof, was self-proved in a manner substantially in accordance with the requirements of **Ala. Code §43-8-132**. The names and present addresses of the officers authorized to administer oaths before whom the Will was acknowledged are as follows:

**Will**

BRENDA T. SEARS  
123 Goode Trail  
Wilsonville, Alabama 35186

**Codicil**

J. SANFORD MULLINS, III  
2311 Highland Avenue, South  
Birmingham, Alabama 35205

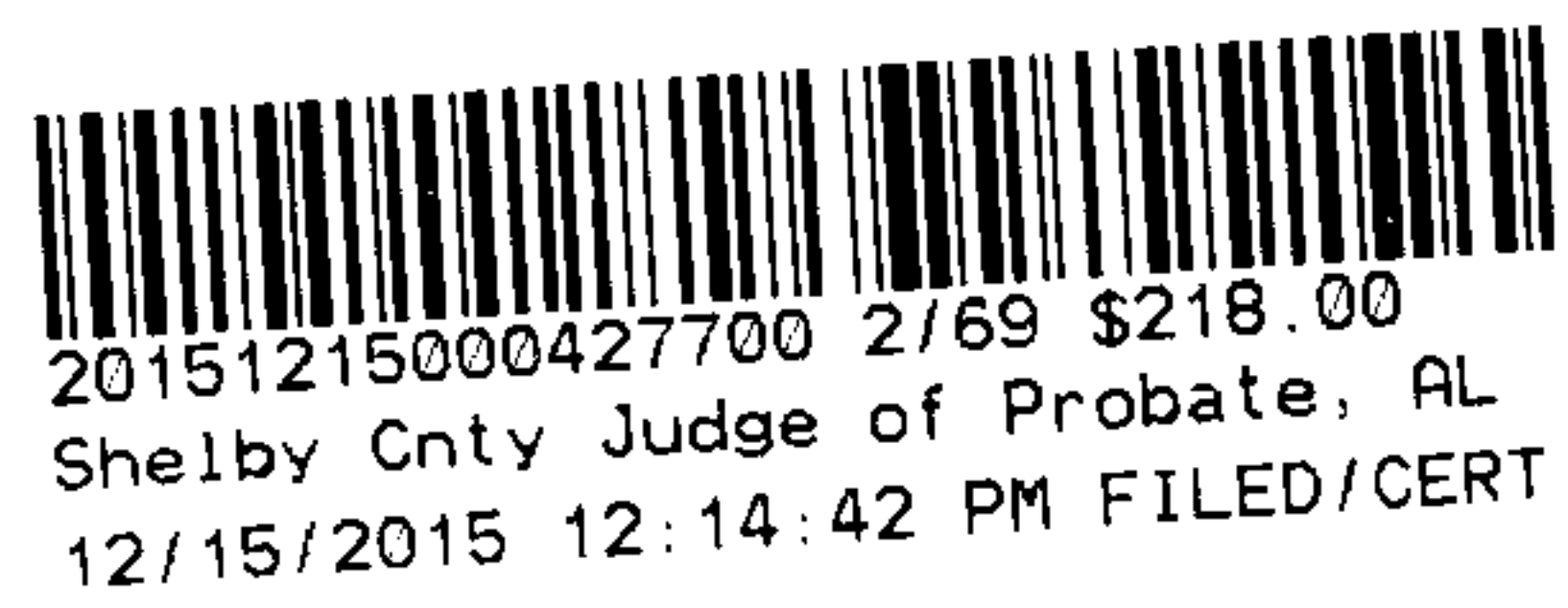
**Second Codicil**

ROXANNE MASON WISE  
3960 Kyle Lane  
Vestavia, Alabama 35243

5. The following is a true, correct and complete list of the names, ages, conditions, relationships and addresses of the Decedent's surviving spouse and next-of-kin (as determined by application of **Ala. Code §43-8-42**):

	<b>Name, age, condition, relationship</b>	<b>Address</b>
✓	KARL EMIL HOFAMMANN, III, over 19, competent, son	3328 Hermitage Road Birmingham, Alabama 35223
✓	EUGENIA HOFAMMANN MULLINS f/k/a EUGENIA HOFAMMANN MCGILL, over 19, competent, daughter (Petitioner)	207 Main Street Birmingham, Alabama 35213

-- 214524 --



W DABNEY YEAMANS HOFAMMANN, 2320 Brookside Drive S.E.  
over 19, competent, son Decatur, Alabama 35601

The Decedent had no surviving spouse.

WHEREFORE, the Petitioner prays that this Court will take jurisdiction of this Petition, will cause all such notice or citations to issue to the said surviving next-of-kin, attesting witnesses, and oath-administering officer, as may be proper in the premises; and will cause such proceedings to occur, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of the Will as the last will and testament of the Decedent. This Petition is deemed to be verified pursuant to Ala. Code §43-8-22.

*Eugenia Hofammann Mullins*  
EUGENIA HOFAMMANN MULLINS  
f/k/a EUGENIA HOFAMMANN MCGILL  
207 Main Street  
Birmingham, Alabama 35213

*J. Sanford Mullins, III*  
J. SANFORD MULLINS, III  
LEIGH A. KAYLOR  
Attorneys for Petitioner

OF COUNSEL:  
SIROTE & PERMUTT, P.C.  
2311 Highland Avenue, South  
Birmingham, AL 35205  
Tel.: (205) 930-5142  
Fax: (205) 930-5101

BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, this the 21 day of February, 2012.

*Alan L. King*  
Judge of Probate

-- 214524 --

DOCSB11M18364032

3

*ok  
jk*



20151215000427700 3/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

OF COUNSEL:  
SIROTE & PERMUTT, P.C.  
2311 Highland Avenue, South  
Birmingham, AL 35205  
Tel.: (205) 930-5142  
Fax: (205) 930-5101

---


**BENCH NOTE**

Filed in the Probate Court of Jefferson County, Alabama, prayer granted, and  
petition ordered recorded this the 21 day of Feb, 2012.

Alan L. King  
Judge of Probate

--214524--

DOCSB11M18364071

  
20151215000427700 4/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

---

---

**CERTIFICATE TO THE PROBATE OF WILL AND CODICILS**

---

---

**State of Alabama**  
**Jefferson County**

**CASE NO. 2012214524**


I, the undersigned, 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 **KARL EMIL HOFAMMANN, JR.** and that said will together with the proof thereof have been recorded in my office.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date the 21<sup>ST</sup> day of FEBRUARY, 2012.

\_\_\_\_\_  
Alan L. King  
Judge of Probate

---

---

  
20151215000427700 5/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



--214524--

# Last Will and Testament

OF

KARL EMIL HOFAMMANN, JR.

STATE OF ALABAMA ]

JEFFERSON COUNTY ]

FILED IN OFFICE THIS THE  
21 DAY OF Feb, 2012  
FOR PROBATE AND RECORD.  
*Alan L. King*  
JUDGE OF PROBATE

I, KARL EMIL HOFAMMANN, JR., a resident of Jefferson County, in the State of Alabama, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to EUGENIA DABNEY HOFAMMANN and all references in this Will to "my wife" are references to her. I have three children - KARL EMIL HOFAMMANN, III, EUGENIA HOFAMMANN MCGILL, and DABNEY YEAMANS HOFAMMANN; and all references in this Will to "child" or "children" shall refer to them.

## ITEM I PAYMENT OF DEBTS

I direct that all of my lawfully enforceable debts, the expenses of my last illness, the expenses of my funeral and burial, including a suitable marker or monument for my grave, unpaid charitable pledges evidenced by a writing signed by me (whether or not the same are enforceable obligations of my estate) and the costs of administering my estate, including the reasonable expenses incurred in safeguarding or delivering estate property, shall be paid by my Personal Representative, hereinafter named, out of and charged generally against the principal of my residuary estate as soon as the prudent and orderly administration of my estate will permit. However, I intend that any indebtedness secured by an interest in real property owned by me at the time of my death shall not be charged to or paid from my estate, but that the devisee,

EXHIBIT

A



20151215000427700 6/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

joint owner taking by survivorship, or beneficiary receiving such real property or interest in real property, shall take it subject to all encumbrances existing at the time of my death, unless my Personal Representative shall determine that it is in the best interest of my estate and the beneficiaries thereof that such indebtedness or a portion thereof shall be paid from my estate.

ITEM II  
PAYMENT OF TAXES

I direct that all estate, inheritance, and other death taxes, together with any interest and penalty thereon, but excluding any generation-skipping transfer taxes, assessed with respect to the value of all property held to be includable in my estate for such tax purposes which passes or has passed under the provisions of this Will or outside the provisions of this Will, shall be paid out of and charged generally against the principal of my residuary estate and, except as described below, shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interest in property included in my estate for such tax purposes. Further, I waive any right of reimbursement for or recovery of such taxes; provided, however, I reserve the right to reimbursement for or recovery of any federal or state estate tax attributable to proceeds of policies of insurance on my life received by a beneficiary other than my Personal Representative, property in which I have a qualifying income interest for life, or property over which I have a power of appointment and as to which payment of such estate tax has not otherwise been provided for to the satisfaction of my Personal Representative. My Personal Representative shall be under no duty or obligation to seek reimbursement for or recovery of such taxes and shall not be liable to my estate or any current or future beneficiary or creditor of my estate for having sought or declined to seek such reimbursement or recovery.



20151215000427700 7/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

ITEM III  
GENERAL BEQUEST OF TANGIBLE PERSONAL PROPERTY

I hereby give and bequeath all my tangible personal property of every kind, including, but not limited to, furniture, appliances, furnishings, pictures, silverware, china, glassware, books, jewelry, wearing apparel, boats, stadium certificates, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of the property, to my beloved wife, EUGENIA DABNEY HOFAMMANN, if she survives me. I expressly exclude cash or its equivalent, instruments, securities, notes, evidences of debts, other choses in action, and all other intangibles from this bequest. I hereby vest in my Personal Representative full power and authority to determine which objects of property are included in the foregoing description contained in this Item of my Will. If my wife fails to survive me, I give and bequeath the aforementioned items of property to my children, KARL EMIL HOFAMMANN, III, EUGENIA HOFAMMANN MCGILL, and DABNEY YEAMANS HOFAMMANN, if they survive me, or to the survivors or survivor, in approximately equal shares, with particular items to be allocated among my children as they may agree, or if they cannot agree, as my Personal Representative shall decide. If I am not survived by any child, such bequest shall lapse, and the aforementioned property shall be disposed of as part of my residuary estate.

I request, but do not direct, that my family abide by any written memorandum by me directing the disposition of this property or any part thereof. This request is precatory and not mandatory; provided, however, if such written memorandum shall comply with the statutory formalities of a Codicil to this my Will, it shall be mandatory.



20151215000427700 8/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



ITEM IV  
DISPOSITION OF PRINCIPAL RESIDENCE

I hereby give and devise to my beloved wife, EUGENIA DABNEY HOFAMMANN, if she survives me, all my right, title and interest in and to the house, together with any other real property used or held in connection therewith, constituting my principal residence at the time of my death, and all rights that I may have under any insurance policies relating thereto. If my wife fails to survive me, such devise shall lapse and be disposed of as part of my residuary estate.

ITEM V  
DISPOSITION OF RESIDUARY ESTATE

All of the rest, residue and remainder of my estate, whether real, personal or mixed, wheresoever the same may be situated, including anything of value in which I have any interest or to which I may be entitled at the time of my death, hereinafter referred to as my "residuary estate", I give, devise, bequeath and direct its disposition as follows:

(a) If my wife survives me, my Personal Representative shall, as soon as practicable after my death, divide my residuary estate into two shares, hereinafter referred to as the "Marital Share" and the "Family Share".

(1) First, my Personal Representative shall allocate to the Family Share a fractional share of my residuary estate determined by operation of a mathematical computation. The fractional share shall be the multiplication product of the following:

(A) My residuary estate, determined after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate;

(B) multiplied by the following described fraction:

--214524--

20151215000427700 9/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

(i) The numerator of such fraction shall be the largest amount, if any, which can pass free of federal estate tax under the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") by virtue of the unified credit against federal estate tax and the credit for state death taxes (provided the use of such credit does not require an increase in the state death taxes paid) allowable to my estate reduced by the value of all property held to be includable in my gross estate for federal estate tax purposes which passes or has passed under other provisions of this Will or outside the provisions of this Will and does not qualify for the marital deduction or the charitable deduction under the Code and reduced by charges to the principal of my estate that are not allowed as deductions in computing my federal estate tax.

(ii) The denominator of such fraction shall be an amount equal to the value of my residuary estate as finally determined for federal estate tax purposes, after the payment of all pecuniary bequests, debts, expenses of administration, and taxes that are properly charged against my residuary estate.

I recognize that the numerator of such fraction may be zero, in which case no property shall pass to the Family Share, and that said numerator may be affected by the actions of my Personal Representative in exercising certain tax elections. I hereby give, devise and bequeath the Family Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

(2) Next, my Personal Representative shall allocate into the Marital Share the remaining fraction of my residuary estate, if any, after the previous allocation hereinabove provided has been made. It is my intention that the fractional share constituting said Marital Share, if so elected by my Personal Representative, shall qualify for the marital deduction as provided in Section 2056 of the Code and reduce the taxable portion of my estate to zero. I hereby give, devise and bequeath the Marital Share and direct its distribution as I have hereinafter provided under the terms of this my Will.

In determining the fractions, the values for federal estate tax purposes shall control, whether my Personal Representative



20151215000427700 10/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

shall choose the date of death or alternate valuation date. Elections made by my Personal Representative with respect to an alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall determine said values and thus the fractional amounts as computed above.

The fractions so arrived at, adjusted from time to time to give recognition to distributions that are made, shall thereafter be applied in distributing my residuary estate, which shall be at the values as of the dates of distribution, so that the Marital Share and Family Share participate proportionately in increases and decreases in value which may occur during the administration of my estate. In making the division of the property constituting my residuary estate between said two shares, my Personal Representative shall be authorized to make distributions in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, without regard to the income tax basis of specific property allocated to either share and without making pro rata distributions of specific assets.

(b) If my wife does not survive me, then my residuary estate shall constitute the Family Share. Further, if my wife (or her personal representative) disclaims all or any portion of the Marital Share, then that portion so disclaimed shall be added to and merged with the Family Share. I hereby give, devise and bequeath the Family Share and direct its disposition as I have hereinafter provided under the terms of this my Will.

ITEM VI  
MARITAL TRUST

The Marital Share shall be transferred and paid over to my Trustee, hereinafter named, who shall allocate the same into a trust for the use and benefit of my wife as hereinafter provided,



20151215000427700 11/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



which said trust shall be known as the "Marital Trust". The Marital Trust shall be administered as hereinafter provided:

(a) During the lifetime of my wife, my Trustee shall pay to her the entire net income from said trust in convenient installments, at least as often as quarterly. If at any time during such period the net income from said trust is insufficient, in the opinion of my Trustee, for the health, maintenance, support and education of my wife, in conformity with her age, station and condition in life, taking into account other sources of income and principal available to her, my Trustee shall pay to or apply for her benefit such amount or amounts of the principal of said trust as my Trustee may, from time to time, deem necessary and proper for her health, maintenance, support and education.

(b) My wife shall have the power to compel the Trustee to make all or any part of the principal of the trust productive or income producing or to convert any unproductive or non-income producing property into productive or income producing property. Said power shall be exercised by a written instrument delivered to the Trustee, and the Trustee shall take any action required by the exercise of said power within a reasonable time.

(c) Upon the death of my wife, my Trustee shall pay any accrued or unpaid income of the Marital Trust to my wife's estate.

(d) Upon the death of my wife, my Trustee shall pay from the remaining principal of the Marital Trust, directly to the appropriate governmental authority or authorities or to the personal representative of my wife's estate, as my Trustee shall deem advisable, without seeking reimbursement or recovery from any person, an amount equal to any increase in estate, inheritance and other death taxes, together with any interest and penalties thereon, but excluding any generation-skipping transfer tax, payable in any jurisdiction by reason of my wife's death, as a result of the inclusion of any part of the Marital Trust in the gross estate of my wife for such tax purposes, as certified in writing by the personal representative of my wife's estate.



(e) Thereafter, the Trustee shall apportion, hold or dispose of the remaining principal then constituting said Marital Trust as if it were a part of the Family Trust in accordance with the provisions as set forth herein; provided, however, if any beneficiary of mine shall then have any property held in trust for his or her benefit under the provisions of the Family Trust, then his or her share of the property disposed of by this Item shall be transferred to the Trustee of the Family Trust to be added to, merged with, administered and disposed of in accordance with the provisions relating to such other share so held in trust. If any share of the property disposed of by this Item is to be added to a share of the Family Trust which has already made a partial distribution of principal, then a fraction of the share to be added, equal in the same proportion which the partial distribution bore to the share of the Family Trust, shall be distributed to such beneficiary and the balance thereof added to the Family Trust as aforesaid.

It is my intention that, if my wife survives me, my Personal Representative, in the sole discretion of such Personal Representative, shall have the power to elect whether and to what extent my estate shall become entitled to the marital deduction provided for by the Internal Revenue Code of 1986, as amended, with respect to the Marital Trust. Accordingly, the Marital Trust shall be a separate trust for the sole benefit of my wife and shall be set aside and treated, to the extent so elected by my Personal Representative, as qualified terminable interest property under Section 2056 of the Internal Revenue Code of 1986, as amended. In connection therewith, my Personal Representative shall be specifically authorized to treat all or a specific portion of the Marital Trust or any other eligible property as qualified terminable interest property. The decision of my Personal Representative to make this election in whole or in part, and to what extent, shall be final and binding on all persons.



20151215000427700 13/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



My Personal Representative shall not be liable to my estate, the Trustee of the Marital Trust or any current or future beneficiary or creditor of such trust or my estate for having made or declined to make any election with respect to such property.

To the extent of such election so made, the Marital Trust shall not include, and my Personal Representative shall not allocate to such trust, if avoidable, any property with respect to which no marital deduction would be allowed under the terms of the Internal Revenue Code of 1986, as amended.

I direct that all estate, inheritance and death tax, if any, incurred by my estate by reason of my death shall be paid by my Personal Representative solely out of the property designated as the Family Share and that none of such taxes shall be paid out of the property designated as the Marital Trust qualifying for the marital deduction for federal estate tax purposes; provided, however, that any such tax attributable to a portion of the Marital Trust which is not qualified terminable interest property shall be paid out of the property designated as the Marital Trust which does not qualify for the marital deduction.

ITEM VII  
FAMILY TRUST

The Family Share, as determined in accordance with the provisions set forth herein, shall be transferred and paid over to my Trustee, hereinafter named, who shall hold the same in trust for the uses and purposes, upon the terms and conditions and with the powers and duties as hereinafter provided, which said trust shall be known as the "Family Trust":

(a) During the lifetime of my wife, my Trustee shall pay to her the entire net income from said trust in convenient installments, at least as often as quarterly. If at any time during such period the net income from said trust is insufficient, in the opinion of my Trustee, for the health, maintenance, support and education of my wife, in conformity with her age, station and



20151215000427700 14/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

condition in life, taking into account other sources of income and principal available to her, my Trustee shall pay to or apply for her benefit such amount or amounts of the principal of said trust as my Trustee may, from time to time, deem necessary and proper for her health, maintenance, support and education.

(b) If, at any time during the lifetime of my said wife, the Trustee should deem it desirable to advance to a child of mine, or to any lineal descendant of a deceased child of mine, any sum or sums out of the principal of said trust estate, for the purpose of establishing such child or descendants in a business or profession, or purchasing for such child or descendant a home, or for any other special or commendable purpose, the Trustee shall transfer and pay over to such child, or lineal descendant of a deceased child, such part of the principal of said trust estate as my said Trustee shall deem it wise so to distribute, but any sum so advanced to such beneficiary shall be a charge against any part of said trust estate to which such child or descendant may subsequently become entitled under the other provisions of this Will. However, in no event shall such advance create a balance of less than zero (-0-) in such beneficiary's share, it being my intention that if the advance made to a beneficiary hereunder should exceed the amount subsequently allocated to such beneficiary, such beneficiary shall not be required to reimburse the Trustee for any such excess. No such advance shall be made to a child of mine, or to any lineal descendant of a deceased child of mine, however, without the written consent and concurrence of my said wife, provided that she is then mentally competent to give such consent.

(c) Upon the death of my wife, or upon my death if she fails to survive me, my Trustee shall apportion the Family Trust among my then living descendants, per stirpes. Each such share apportioned for a descendant of mine shall constitute and be held, administered and distributed by the Trustee as a separate trust. I authorize the Trustee, in the discretion of the Trustee, for the sake of convenience, to refrain from making a physical separation of the



20151215000427700 15/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

assets of these trusts into separate trusts, and I authorize my Trustee to mingle and commingle investments, but I wish it understood that I am creating independent trusts for all purposes.

(d) My Trustee, hereinafter named, shall hold the share allocated for my son, KARL EMIL HOFAMMANN, III (hereinafter sometimes referred to as "Karl"), if any, in trust for and during his lifetime. Said share shall be referred to as "Karl's Trust" and shall be administered upon the terms and conditions hereinafter provided:

(1) During Karl's lifetime, my Trustee shall pay to him the entire net income from said trust in convenient installments, at least as often as quarterly.

(2) The Trustee shall from time to time pay to or use and apply for such one or more or all or none of Karl, the children of Karl's wife by any prior marriage (hereinafter referred to as "Karl's stepchildren"), and Karl's descendants as shall be living at the time of such payment, so much of the principal of Karl's Trust in such amounts and proportions, equal or unequal, as the Trustee shall deem necessary and proper, for the health, maintenance, support and education of such beneficiary, in conformity with his or her age, condition and station in life, taking into account other sources of income and principal available to each such person. It is my intention that the Trustee may pay all or part or none of the principal, may make unequal payments, may from time to time exclude one or more of such persons from payments hereunder, may make payment to any such person even though payment could be made to the parent or ancestor of such person, and may make payment to any such person who is living at the time of such payment even though such person be not living at the time of the creation of this trust. I wish that the Trustee consider the suggestions of Karl as to the needs of each person (including himself) to whom payments may be made, although said Trustee shall not in any event be obligated to follow such suggestions. No person shall have the right to require that any distribution be





made to him or her or to any person or organization for the benefit of such person, the decision of the Trustee being final and binding on all persons.

(3) Upon Karl's death, the Trustee shall transfer and pay over the corpus and undistributed income of Karl's Trust ~~to the~~ <sup>KCH</sup> among any or all of my descendants ("descendants" shall specifically exclude Karl's stepchildren unless such stepchildren are adopted by Karl, as contemplated by Item XIII(e) hereof) in such shares as Karl shall designate and direct by last will and testament making specific reference to this limited power of appointment. Such shares designated by Karl for a child of mine shall be paid to him or her outright and free of trust. Such shares designated by Karl for the descendants of a child of mine shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of shall be added to, merged with, administered and disposed of as a part of such other share, if any, set aside for the benefit of such descendant, as herein provided.

Any portion or all of Karl's Trust not disposed of by the exercise of said power of appointment shall be allocated among Karl's then living descendants ("descendants" shall specifically exclude Karl's stepchildren unless such stepchildren are adopted by Karl, as contemplated by Item XIII(e) hereof), if any, per stirpes, or if none, to my living descendants, per stirpes. Such shares allocated for a child of mine shall be paid to him or her outright and free of trust. Said shares allocated for the descendants of a child of mine shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of



20151215000427700 17/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

shall be added to, merged with, administered and disposed of as a part of such other shares, if any, set aside for the benefit of my descendants, as herein provided.

(e) The Trustee shall transfer and pay over the share allocated for my daughter, EUGENIA HOFAMMANN MCGILL (hereinafter sometimes referred to as "Eugenia"), to her outright and free of trust. If Eugenia (or her personal representative) disclaims all or any portion of such share allocated for her, then I give, devise, bequeath and direct that my Trustee, hereinafter named, shall hold such portion so disclaimed in trust (said share being referred to as "Eugenia's Trust") for the uses and purposes and upon the terms and conditions as hereinafter provided:

(1) During Eugenia's lifetime, my Trustee shall pay to her the entire net income from said trust in convenient installments, at least as often as quarterly. If at any time during such period the net income from said trust is insufficient, in the opinion of my Trustee, for the health, maintenance, support and education of Eugenia, in conformity with her age, station and condition in life, taking into account other sources of income and principal available to her, my Trustee shall pay to or apply for her benefit such amount or amounts of the principal of said trust as my Trustee may, from time to time, deem necessary and proper for her health, maintenance, support and education.

(2) Upon Eugenia's death, the Trustee shall transfer and pay over the corpus and undistributed income of Eugenia's Trust to the persons designated by Eugenia as she may by last will and testament appoint and direct making specific reference to this limited power of appointment, subject to the following terms and conditions:

(i) up to ten percent (10%) to Eugenia's spouse, if any, outright and free of trust; and

(ii) the remainder (including any portion not appointed to Eugenia's spouse) among any or all of my descendants in such shares as Eugenia shall designate.



20151215000427700 18/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



Such shares designated by Eugenia for a child of mine shall be paid to him or her outright and free of trust. Such shares designated by Eugenia for the descendants of a child of mine shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of shall be added to, merged with, administered and disposed of as a part of such other share, if any, set aside for the benefit of such descendant, as herein provided.

Any portion or all of Eugenia's Trust not disposed of by the exercise of said power of appointment shall be allocated among Eugenia's then living descendants, if any, per stirpes, or if none, to my living descendants, per stirpes. Such shares allocated for a child of mine, if any, shall be paid to him or her outright and free of trust. Said shares allocated for the descendants of a child of mine, if any, shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of shall be added to, merged with, administered and disposed of as a part of such other shares, if any, set aside for the benefit of my descendants, as herein provided.

(f) My Trustee, hereinafter named, shall hold the share allocated for my son, DABNEY YEAMANS HOFAMANN (hereinafter sometimes referred to as "Dabney"), if any, in trust for and during

-- 214524 --



20151215000427700 19/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

his lifetime. Said share shall be referred to as "Dabney's Trust" and shall be administered upon the terms and conditions hereinafter provided:

(1) During Dabney's lifetime, the Trustee may from time to time pay to or use and apply for such one or more or all or none of Dabney and his descendants as shall be living at the time of such payment, so much of the income of Dabney's Trust in such amounts and proportions, equal or unequal, as the Trustee shall deem necessary or desirable in the Trustee's sole discretion. It is my intention that the Trustee may pay all or part or none of the income, may make unequal payments, may from time to time exclude one or more of such persons from payments hereunder, may make payment to any such person even though payment could be made to the parent or ancestor of such person, and may make payment to any such person who is living at the time of such payment even though such person be not living at the time of the creation of this trust. The net income or any part thereof not so paid shall be accumulated, added to, and become a part of the principal of the trust. I wish that the Trustee consider the suggestions of Dabney as to the needs of each person (including himself) to whom payments may be made, although said Trustee shall not in any event be obligated to follow such suggestions. No person shall have the right to require that any distribution be made to him or her or to any person or organization for the benefit of such person, the decision of the Trustee being final and binding on all persons.



20151215000427700 20/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

(2) The Trustee shall from time to time pay to or use and apply for such one or more or all or none of Dabney and his descendants as shall be living at the time of such payment, so much of the principal of Dabney's Trust in such amounts and proportions, equal or unequal, as the Trustee shall deem necessary and proper, for the health, maintenance, support and education of such beneficiary, in conformity with his or her age, condition and station in life, taking into account other sources of income and principal available to each such person. It is my intention that the Trustee may pay all or part or none of the principal, may make unequal payments, may from time to time exclude one or more of such persons from payments hereunder, may make payment to any such person even though payment could be made to the parent or ancestor of such person, and may make payment to any such person who is living at the time of such payment even though such person be not living at the time of the creation of this trust. I wish that the Trustee consider the suggestions of Dabney as to the needs of each person (including himself) to whom payments may be made, although said Trustee shall not in any event be obligated to follow such suggestions. No person shall have the right to require that any distribution be made to him or her or to any person or organization for the benefit of such person, the decision of the Trustee being final and binding on all persons.

(3) Upon Dabney's death, the Trustee shall transfer and pay over the corpus and undistributed income of Dabney's Trust to the persons designated by Dabney as he may by last will and

-16-

--214524--



20151215000427700 21/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

testament appoint and direct making specific reference to this limited power of appointment, subject to the following terms and conditions:

(i) up to ten percent (10%) to Dabney's spouse, if any, outright and free of trust; and

(ii) the remainder (including any portion not appointed to Dabney's spouse) among any or all of my descendants in such shares as Dabney shall designate. Such shares designated by Dabney for a child of mine shall be paid to him or her outright and free of trust. Such shares designated by Dabney for the descendants of a child of mine shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of shall be added to, merged with, administered and disposed of as a part of such other share, if any, set aside for the benefit of such descendant, as herein provided.

Any portion or all of Dabney's Trust not disposed of by the exercise of said power of appointment shall be allocated among Dabney's then living descendants, if any, per stirpes, or if none, to my living descendants, per stirpes. Such shares allocated for a child of mine shall be paid to him or her outright and free of trust. Said shares allocated for the descendants of a child of

-17-

--214524--



20151215000427700 22/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



mine shall be held or disposed of according to the terms and provisions set forth under paragraph (g) of this Item VIII regarding the shares for descendants of deceased children. If any such descendant of a child of mine should then have a share held for his or her benefit hereunder, said share hereby disposed of shall be added to, merged with, administered and disposed of as a part of such other shares, if any, set aside for the benefit of my descendants, as herein provided.

(g) The Trustee shall apply and distribute the net income and principal of each of the shares allocated for the benefit of the living descendants of a deceased child of mine as follows:

(1) Until each such beneficiary attains the age of twenty-one (21) years, the Trustee shall pay to or apply for the benefit of such beneficiary so much of the income and principal of such beneficiary's trust as the Trustee shall deem necessary and proper to provide for the health, maintenance, support and education of such beneficiary, in conformity with his or her age, condition and station in life. Any part of the net income not so used shall be accumulated and added to the principal of said share, being thereafter invested and treated in all respects as a part thereof.

(2) As each such beneficiary attains the age of twenty-one (21) years, the Trustee shall transfer and pay over to such beneficiary the entire net income from his or her trust in convenient installments, at least as often as quarterly. The Trustee shall pay to or apply for the benefit of such beneficiary

-18-

--214524--




20151215000427700 23/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



so much of the principal of such beneficiary's share as the Trustee shall deem necessary and proper to provide for the health, maintenance, support and education of such beneficiary in conformity with his or her age, condition and station in life.

(3) The Trustee shall transfer and pay over one-half (1/2) of the remaining principal of each beneficiary's trust to such beneficiary free of trust when he or she attains the age of twenty-five (25) years. The balance of said trust principal shall be transferred and paid over to such beneficiary free of trust when he or she attains the age of thirty (30) years.

(4) If any beneficiary of a trust established hereunder should die prior to the distribution of his or her entire interest in the trust, then upon the death of such beneficiary, the Trustee shall apportion the share of the said trust estate then held in trust for such beneficiary so dying among his or her surviving descendants, per stirpes, to be administered and disposed of in accordance with the provisions hereof. Should there be no surviving descendants of such beneficiary so dying, then the Trustee shall apportion the share of the trust estate such beneficiary would have received among the living descendants of such deceased beneficiary's next preceding ancestor who was a descendant of me, per stirpes, or if none, to my living descendants, per stirpes, to be added to, merged with, administered and disposed of as a part of such other shares, if any, set aside for the benefit of my descendants, as hereinabove provided.

  
20151215000427700 24/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

(h) If any share hereof is to be added to another share of any trust created hereunder which has already made a partial distribution of principal, then a fraction of the share to be added, equal in the same proportion which the partial distribution bore to the share prior to the distribution, shall be distributed to such beneficiary and the balance thereof added to the trust as aforesaid.

(i) If any beneficiary of a trust created hereunder is not survived by descendants of him or her, or of me, the Trustee shall transfer and pay over such share of said trust as follows:

(1) twenty-five percent (25%) to SMITH COLLEGE in Northampton, Massachusetts, for the unrestricted use of such charitable legatee, as determined by its Board of Directors or equivalent governing body;

(2) twenty-five percent (25%) to PRINCETON UNIVERSITY in Princeton, New Jersey, for the unrestricted use of such charitable legatee, as determined by its Board of Directors or equivalent governing body;

(3) twenty-five percent (25%) to MERCERSBURG ACADEMY in Mercersburg, Pennsylvania, for the unrestricted use of such charitable legatee, as determined by its Board of Directors or equivalent governing body; and

(4) twenty-five percent (25%) to the EPISCOPAL DIOCESE OF ALABAMA to be used in connection with providing children's Christian living facilities in such



20151215000427700 25/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

manner as determined by its Board of Directors or equivalent governing body.


All of the specific charitable bequests recited herein shall be deemed to be effective as to the charitable organizations named and to their respective successor charitable organizations as shall succeed to the charitable purposes of such organization by merger, consolidation or change of charter or name.

The above-designated bequests to each of such charitable organizations shall be conditioned upon the qualification of each such charitable organization as a tax-exempt entity within the meaning of Sections 170 and 501(c)(3) of the Internal Revenue Code of 1986, as amended. In the event any such charitable legatees shall not qualify as such tax-exempt entity or should any such charitable legatee not be in existence at the date of my death, the bequest shall lapse.

(j) Although I have hereinabove provided that the share of any beneficiary of a trust established hereunder shall not be paid to such beneficiary, free of the trust, until the attainment of certain specified ages, I, nevertheless hereby provide that all trusts created hereunder shall in any event terminate not later than twenty-one (21) years after the death of the last survivor of my spouse and all of my descendants in being at the time of my death, and thereupon, the Trustee shall transfer and pay over the beneficiaries' shares to the respective beneficiaries, free of trust.

-- 214524 --

-21-

  
20151215000427700 26/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

(k) If on the termination of the administration of my estate there has been no distribution in trust to the Trustee and events have occurred which would require the Trustee under the terms of this Will to make immediate distribution of all property, my Personal Representative shall perform all of the acts necessary to complete such distribution, having for that purpose all of the powers granted by this Will to the Trustee, and the trusts created hereunder shall not be funded.

(l) Notwithstanding the above, in the event the provisions of my Family Trust are identical to the provisions of any trust created for the benefit of my beneficiaries, then my Trustee, in the sole discretion of the Trustee, and with the consent of the trustee of such identical trust, may transfer, pay over and distribute the remainder of my Family Trust to the trustee of such identical trust to be added to, merged with, administered and disposed of in accordance with the provisions of such identical trust. Upon delivery of the remainder of my Family Trust to the trustee of such identical trust, my Trustee shall be fully and completely discharged as to such assets so delivered.

ITEM VIII  
FIDUCIARY POWERS

(a) I hereby grant to my Trustee of each trust established hereunder the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court or judicial authority, and no

20151215000427700 27/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



person dealing with the Trustee shall be required to inquire into the propriety of any of the actions of my Trustee. Without in any way limiting the generality of the foregoing, I hereby grant to my Trustee hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

(1) To collect rents, issues, profits and income from said trust estate.

(2) To sell, auction, exchange, transfer, convey, or grant options for or in connection with such purposes, or otherwise dispose of, all or any part of said trust estate upon such terms and conditions as seem fit to the Trustee, to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds, or other property, real or personal, whether so-called "legal" investments of trust funds or not, as to the Trustee may seem suitable, and to change investments and to make new investments from time to time as to the Trustee may seem necessary or desirable.

(3) To improve, repair, lease, rent for improvement or otherwise, for a term beyond the possible termination of this trust, or for any less term, either with or without option of purchase, any real estate constituting a part of said trust estate.

(4) To borrow money for such time and upon such terms as seem fit to the Trustee, without security or on mortgage of any real estate or upon pledge of any personal property held by the Trustee hereunder, and to execute mortgages or pledge agreements therefor.

(5) To hold any property or securities originally received by the Trustee as part of said trust estate, or to which the Trustee may become entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, particularly including any stock or interest in any family corporation, partnership or enterprise, so long as the Trustee shall consider the retention thereof for the best interests of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said trust estate to acquire other property which is not a so-called "legal" investment of trust funds, where such



20151215000427700 28/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



course is, in the opinion of the Trustee, for the best interests of said trust estate.

(6) To determine whether any money or property coming into the hands of the Trustee shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust, in each case in accordance with the provisions of the Alabama Principal and Income Act, if applicable, or if not applicable, as the Trustee may deem just and equitable; provided, however, that (i) in no event shall the Trustee exercise such power in any manner that would deprive my spouse of income of the trust created for my spouse (which I created in such a manner as to qualify the same for the marital deduction) to which my spouse is entitled under state law, and (ii) any funds received by the Trustee from any "retirement plan" meaning any qualified pension, profit sharing, stock bonus, Keogh or other qualified plan, trust, contract, account, annuity, or bond, or individual retirement account, as those terms are defined in the Internal Revenue Code of 1986, as from time to time amended, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the Trustee as principal, except that any income earned within the retirement plan from such proceeds as a result of an installment or similar election or any other deferral of payment of the retirement plan's proceeds to the Trustee shall be treated by the Trustee as income when received. My Trustee shall also be empowered to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs, or construction, or amortization of indebtedness deemed by the Trustee to be a proper charge against income.

(7) To keep any property constituting a part of said trust estate properly insured against fire and tornado and other hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustee which in the judgment of the Trustee may be proper or necessary.

(8) Whenever required or permitted to divide and distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind, or partly in money and partly in kind; and to exercise all powers herein conferred, after the termination of any trust until the same is fully distributed, but in making

20151215000427700 29/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

the transfer of assets, the Trustee shall take care that the assets transferred are fairly representative of appreciation or depreciation in the value of all property available for distribution.

(9) To hold any or all securities or other property in bearer form, in the name of the Trustee, or in the name of the nominee of the Trustee, without disclosing any fiduciary relation.

(10) To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and conditions as in the discretion of the Trustee may be expedient, or to develop, expand, liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as in the judgment of the Trustee shall be in the best interest of said trust estate, or so far as may be necessary in the judgment of the Trustee to cause to be incorporated any such business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation.

(11) To refrain from voting or to vote in person or by proxy upon all stocks held by the Trustee, to unite with other owners of similar property in carrying out any plans for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustee shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to elect directors and employ officers, managers, employees, or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustee may deem expedient for the protection of the interest of the trust as the holder of such stocks, bonds or other securities, and generally to exercise in respect to all securities held by the Trustee the same rights and powers as are or may be exercised by persons owning similar property in their own right.

(12) To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to



20151215000427700 30/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

construct, alter, remodel, repair or raze any building or other improvement located thereon, to let, exchange, release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.

(13) To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other product thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any such real estate or which the Trustee may deem otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the Trustee may approve, and in general to take any action which the Trustee may deem necessary or desirable in such operations of farms and woodlands.

(14) To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the Trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such other instruments or agreements in connection therewith as the Trustee may deem necessary or desirable.

(15) To institute and defend any and all suits or legal proceedings relating to the said trust estate, in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said trust estate may be involved, as in the judgment of the Trustee may be necessary and proper.

*CHH*



20151215000427700 31/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



(16) At any time or from time to time to advance money to the trust estate from the funds of the Trustee for any purpose or purposes of the trust and may reimburse the Trustee for the money so advanced with interest thereon from the trust property or from any funds belonging to the trust property thereafter coming into the custody of the Trustee from any source.

(17) To pay from and out of income of the trust property any and all expenses reasonably necessary for the administration of the trust, including interest, taxes, insurance, including public liability insurance, as well as any other expense incurred for the benefit of the trust estate, and in the event the income from the trust property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the trust estate.

(18) To execute and deliver any and all contracts, conveyances, transfers, or other instruments, and to do any acts necessary or desirable in the execution of the powers herein vested in the Trustee.

(19) To nominate such person or persons as the Trustee may deem appropriate to act as Custodian under the Uniform Transfers to Minors Act (or its statutory equivalent) for any beneficiary hereunder who has not attained the age of twenty-one (21) years and to whom the Trustee, in the exercise of the discretion granted to the Trustee hereunder, shall pay over and distribute income or principal of any property subject to the terms of this instrument.

(20) To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

(21) To disclaim, refuse or renounce any part or all of any gift, devise, bequest, power of appointment or interest in property to which I am entitled upon my death or to which my estate becomes entitled after my death.

(22) To employ and compensate agents, accountants, investment advisers, brokers, attorneys in fact, attorneys at law, tax specialists, realtors, and other assistants and advisors deemed by my Trustee necessary for the proper administration of the trust estate, and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative provided he was selected and retained with reasonable care.



20151215000427700 32/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



(23) To conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; to take all appropriate remedial action to contain, clean up or remove any environmental hazard including a spill, release, discharge or contamination, either on the initiative of the Trustee or in response to an actual or threatened violation of any environmental law or regulation thereunder; to institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state, or federal agency concerned with environmental compliance, or by a private litigant; to comply with any local, state or federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and to employ agents, consultants and legal counsel to assist in or perform the above undertakings or actions. Any expenses incurred by the Trustee under this subparagraph may be charged against income or principal as the Trustee shall determine.

(24) To require, as a prerequisite to accepting any property, evidence satisfactory to the Trustee that the property is not contaminated by any hazardous or toxic materials or substances and that the property is not being used and has never been used for any activities directly or indirectly involving the generation, use, treatment, storage, disposal, release, or discharge of any hazardous or toxic materials or substances.

(b) The Trustee shall not be liable for any loss or depreciation in value sustained by the trust as a result of the Trustee retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state or local environmental law, unless the Trustee contributed to the loss or depreciation in value through willful default, willful misconduct, or gross negligence.

(c) Notwithstanding any contrary provision of this instrument, the Trustee may withhold a distribution to a beneficiary from a trust hereunder until receiving from the beneficiary an indemnification agreement in which the beneficiary agrees to indemnify the Trustee against any claims filed against the Trustee as an "Owner or "operator" under the Comprehensive

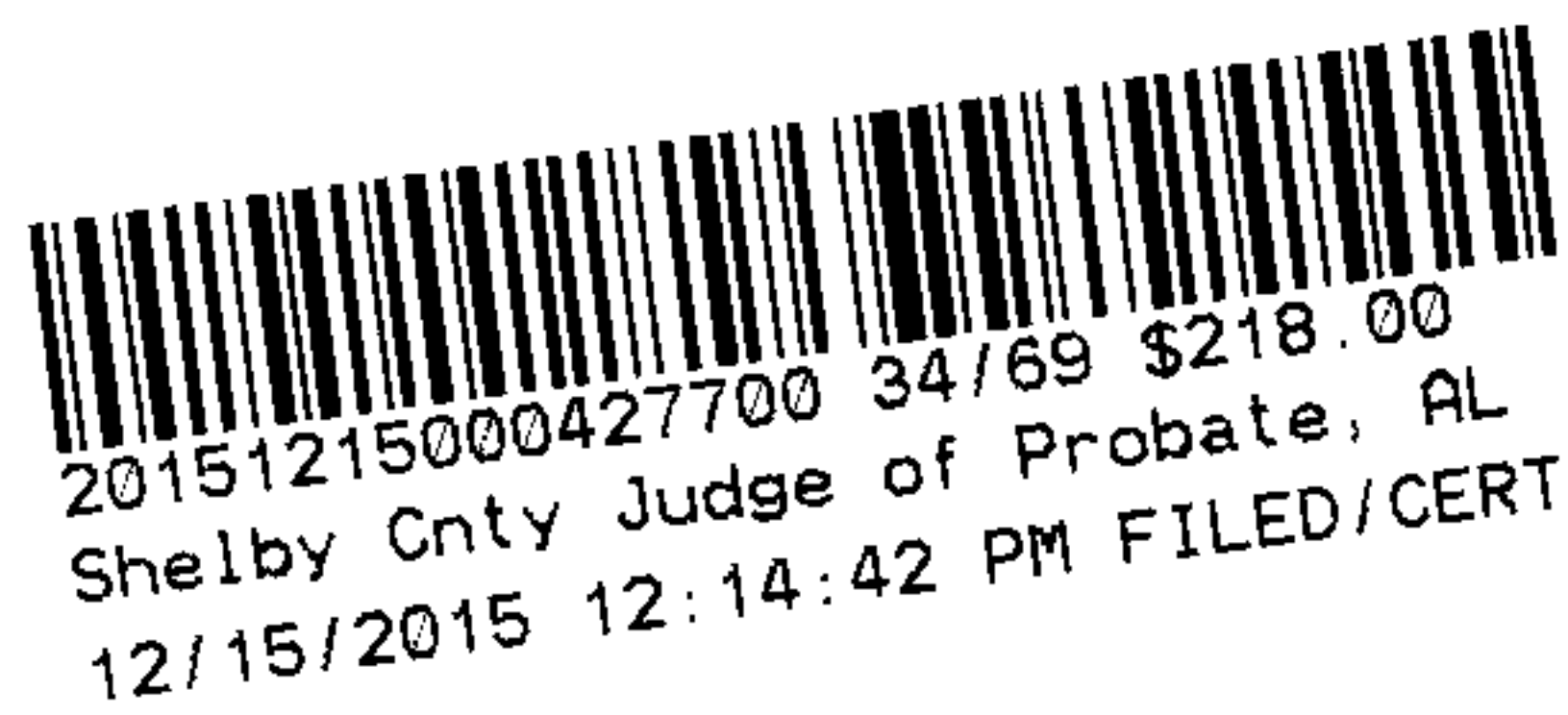
20151215000427700 33/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

Environmental Response, Compensation and Liability Act of 1980, as from time to time amended, or any regulation thereunder.

(d) Notwithstanding any other provision of this Will to the contrary:

(1) In the event property is held or to be held in a trust which is or would otherwise be partially exempted from generation-skipping transfer tax due to the allocation to such trust of my exemption from generation-skipping transfer tax allowed under Section 2631 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as my "GST Exemption"), my Trustee, in the sole discretion of such Trustee, shall be authorized (but not required) to divide such trust (hereinafter referred to as the "original trust") into two separate trusts, of equal or unequal value, in order to create one nontaxable trust entirely exempt from the generation-skipping transfer tax and a second taxable trust entirely subject to the generation-skipping transfer tax. Other terms and provisions of both trusts will remain substantially identical in all respects to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(2) In the event property which is held in one trust (hereinafter referred to as the "first trust") is to be transferred (poured-over) to, merged with, or otherwise combined with property in another trust (hereinafter referred to as the "second trust") and property in the first trust is subject to different treatment for purposes of the generation-skipping transfer tax from the property in the second trust, the Trustee of the second trust shall be authorized (but not required) to retain the property in separate trusts in order to preclude or minimize the generation-skipping tax that may be imposed on transfers from either or both trusts, with other terms of each separate trust being substantially identical in all respects. The existing trust and any other identical trust



resulting from application of this subparagraph shall also be sometimes referred to herein as "related".

(3) In the event property is transferred into a trust which has (or which pours into another trust which has) more than one beneficiary or class of beneficiaries for generation-skipping transfer tax purposes, and when my Trustee shall deem it desirable to allocate my GST Exemption for the benefit of one or more (but less than all) beneficiaries or classes of beneficiaries of such trust (or when my wife or my wife's fiduciary, deems it desirable to allocate my wife's GST Exemption for the benefit of one or more (but less than all) beneficiaries or classes of beneficiaries of such trust), and when the instrument creating the trust does not specifically prohibit a fiduciary from dividing such trust into separate share trusts, my Trustee shall divide such trust into two or more separate share trusts, of equal or unequal value, in order to maximize the benefit of allocating my GST Exemption, or if applicable, my wife's GST Exemption. Other terms and provisions of each such separate share trust shall, when taken together as a whole, be substantially identical to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(4) In the event property is transferred into a trust for which an election is made or to be made pursuant to Section 2056(b)(7) of the Internal Revenue Code to treat such property as qualified terminable interest property (hereinafter referred to as the "QTIP" trust), and when my Trustee shall deem it desirable to make an election pursuant to Section 2652(a)(3) of the Internal Revenue Code to have me deemed to be the transferor of a portion (but not all) of such QTIP trust for generation-skipping transfer tax purposes, and when my Trustee shall deem it desirable to make an allocation pursuant to Section 2631 of the Internal Revenue Code of any portion of my GST Exemption to such portion of the QTIP



20151215000427700 35/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



trust for which a Section 2652(a)(3) election is made or to be made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at my wife's death), and when the instrument creating the QTIP trust does not specifically prohibit a fiduciary from dividing such QTIP trust into separate share trusts, my Trustee shall divide such QTIP trust into two or more separate share trusts, one of which shall be equal to that portion of the QTIP trust for which a Section 2652(a)(3) election is made or to be made, and the other one or more share trusts shall be divided in such manner as the Trustee shall deem appropriate either (A) to maximize the benefit of allocating my GST Exemption to such portion of the QTIP trust for which a Section 2652(a)(3) election is made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at the death of the surviving spouse), or (B) to place my wife, or my wife's fiduciary, in a position to allocate my wife's GST Exemption to one or more of such trusts or to property passing from one or more such trusts to a trust or person that is a remainder beneficiary of such trusts at the death of my wife. Upon the death of my wife, my Trustee shall pay the estate taxes attributable to that certain separate share trust to which an allocation of my GST Exemption is made from the other share trust created hereunder (or from one of the other share trusts created hereunder), unless the trust instrument or the will of my wife specifically provides otherwise; provided, however, that, to the extent possible, estate taxes shall not be paid in the manner provided above if to do so could result in the generation-skipping transfer tax being incurred with respect to such payment of estate taxes. Other terms and provisions of each such separate share trust created from the QTIP trust shall, when taken together as a whole, be substantially identical to the original QTIP trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original



20151215000427700 36/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT




trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(5) It is my intent that my Trustee shall not be required to administer a trust hereunder that is only partially exempt from generation-skipping transfer taxes, or to commingle property subject to a different treatment for generation-skipping transfer tax purposes whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (A) that is entirely exempt from generation-skipping transfer tax from trust property that is not exempt, or (B) that is otherwise treated differently from other trust property for purposes of the generation-skipping transfer tax, and the provisions of this paragraph should be applied in a manner consistent with this intention.

(e) To the extent it is consistent with the fiduciary obligations of the Trustee, my Trustee shall take advantage of the opportunities provided by the creation of such related trusts referred to in the preceding paragraphs of this Item to avoid or delay any generation-skipping transfer tax when making discretionary distributions of net income and principal from the related trusts and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created under this will.

**ITEM IX**  
**TAX ELECTIONS**

(a) I authorize my Personal Representative to join with my wife in making a joint income tax or gift tax return or to execute a consent to treat any gift made by my wife for any taxable year that includes the date of my death or for any periods prior thereto as if one-half (1/2) of such gift had been made by me, and in

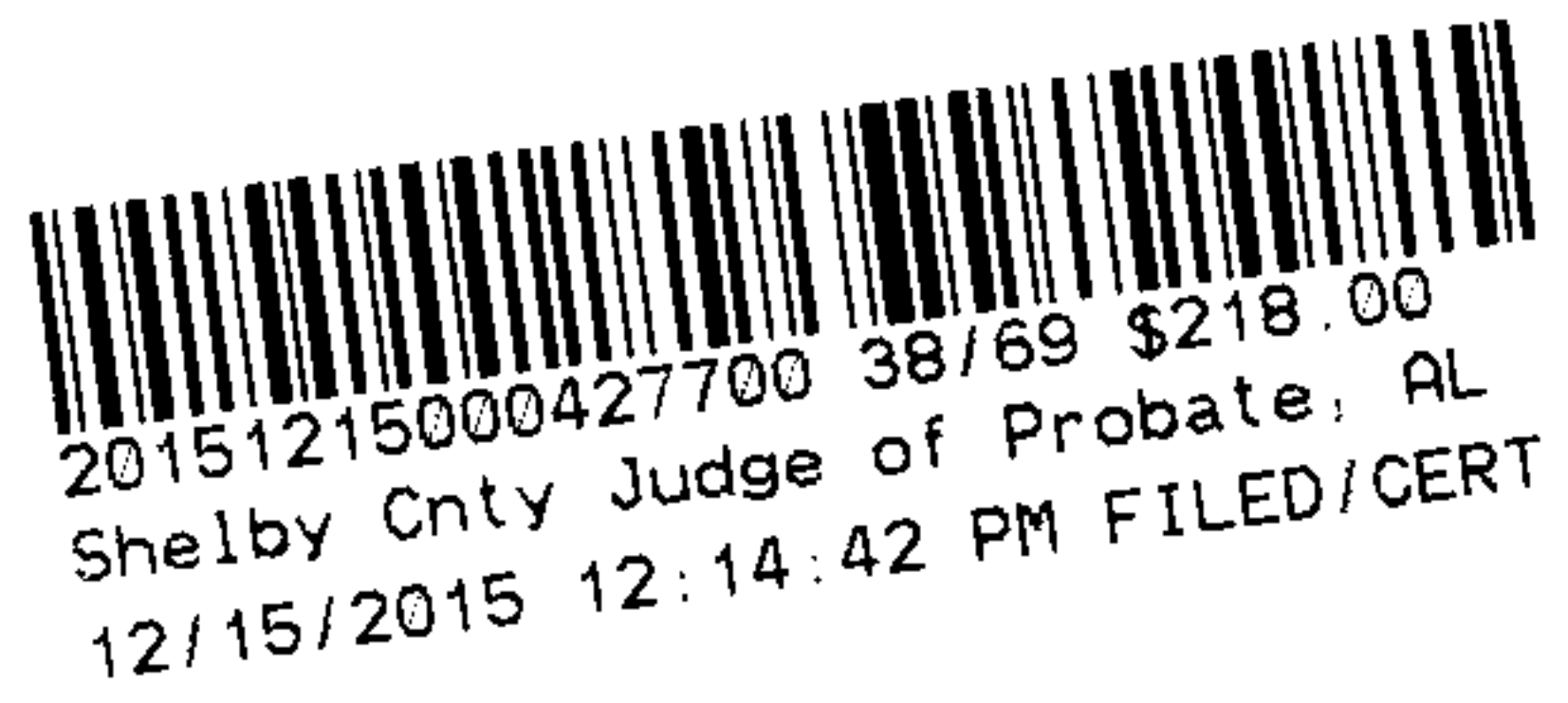
  
20151215000427700 37/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

connection therewith, to pay such amounts of tax, interest and penalties as my Personal Representative may deem advisable, even though not attributable entirely to my own income or gifts.

(b) Furthermore, my Personal Representative shall be hereby authorized, to the extent permitted by law, to deduct administration expenses and commissions whether against the gross estate in computing the estate tax or against estate income in computing estate income tax, as my Personal Representative, in the sole discretion of the Personal Representative, shall elect.

If my Personal Representative shall elect to claim as a deduction for income tax purposes any payment made out of the principal of my estate, (1) no adjustment shall be made between principal and income, (2) the value of my estate for the purpose of computing the marital deduction shall not be reduced by the amount of such payments, and (3) no part of such payments shall be chargeable against the portion of my estate qualifying for the marital deduction.

(c) I authorize my Personal Representative to make such elections under the tax laws as my Personal Representative shall deem advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and to allocate the unused portion, if any, of the GST Exemption remaining at my death to any property with respect to which I am the transferor for generation-skipping tax purposes, irrespective of whether such property passes under this Will, in such manner as my Personal Representative shall deem advisable, in each case without regard to the relative interests of the beneficiaries; however, my Personal Representative shall not make adjustments between principal and income, or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my Personal Representative with respect to the exercise of any tax election or the allocation of my GST Exemption shall be binding and conclusive on all persons.



(d) In the event that I own any stock in a corporation (i) which has in force an election to be treated as an S corporation pursuant to Section 1361 of the Internal Revenue Code, or (ii) for which such an election is made or to be made, and such stock would otherwise be held in a trust created pursuant to my Will that does not qualify as a Qualified Subchapter S Trust pursuant to Internal Revenue Code Section 1361, then, notwithstanding any provision of my Will to the contrary, such stock may be allocated among the current beneficiaries and held in a separate trust(s) with provisions that qualify to be treated as a Qualified Subchapter S Trust pursuant to Section 1361(d) of the Internal Revenue Code (hereinafter referred to as "QSST trust"). Any such separate QSST trust(s) shall be identical to the trust in which such stock would otherwise be held, except that:

(1) all of the income of such QSST trust (within the meaning of Section 643(b) of the Internal Revenue Code) shall be distributed to the beneficiary of such QSST trust (who shall then be called the "current income beneficiary" of the QSST trust);

(2) no distributions of corpus from such QSST trust may be made to any individual other than the current income beneficiary during the lifetime of the current income beneficiary;

(3) during the lifetime of the current income beneficiary, no one shall have any power to appoint any portion of the QSST trust property to anyone other than the current income beneficiary; and

(4) the Trustee shall have the power, acting alone, to amend the QSST trust in any manner required for the sole purpose of insuring that the QSST trust qualifies and continues to qualify as a QSST trust pursuant to any provision of the Internal Revenue Code.

It is my intention that my death and the subsequent transfer of any stock to a trust would not revoke any S corporation status.

In addition, my Personal Representative or my Trustee, in the sole and absolute discretion of such fiduciary, shall be authorized

*K. K. K.*

20151215000427700 39/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



to make any elections or give any consents which are required to achieve or maintain S corporation status for stock to be held in my estate or in QSST trust pursuant to this provision and may also enter into such stock purchase, voting or other agreements as my Personal Representative or my Trustee, in the sole and absolute discretion of such fiduciary, shall determine to be necessary or appropriate.

ITEM X  
ADDITIONAL PROPERTY

Additional property of any kind and character may be added to any trust hereunder, with the consent of the Trustee, by any person or fiduciary, by will or otherwise, and such property so received by my Trustee shall be added to, merged with and become a part of the property held in such trust hereunder, and thereafter shall be administered and disposed of in accordance with the terms of such trust.

ITEM XI  
ADMINISTRATION VENUE


I authorize my Personal Representative to probate this will in any county of the State of Alabama in which I own property at the time of my death.

ITEM XII  
MISCELLANEOUS

The following provisions shall govern for all purposes of this Will, wherever they may be applicable:

(a) Any trust created under this Will shall be treated as operating from the date of my death, whether the trust property shall then be actually paid over to the Trustee and set aside or not, and I hereby authorize and empower my Personal Representative to make any payment which the Trustee may be authorized to make herein.

--214524--

  
20151215000427700 40/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



(b) If any beneficiary of my estate or of any trust created hereunder shall be a minor, or under any legal disability, or shall be a person who by reason of illness or mental or physical disability is, in the opinion of my Trustee or Personal Representative, unable to properly administer such amounts, the Trustee or Personal Representative may, in their sole discretion, pay or apply income or principal which the Trustee or Personal Representative may be authorized or directed to pay to or for the benefit of such beneficiary in any one or more of the following ways:

(1) directly to such beneficiary;

(2) to the legal guardian, conservator, or custodian (including a custodian under the Uniform Transfers to Minors Act or similar statute) of such beneficiary for the use and benefit of such beneficiary;

(3) to a relative of such beneficiary to be expended by such relative for the benefit of such beneficiary; or

(4) by the Trustee or Personal Representative expending any such income or principal for the benefit of such beneficiary.

(c) Upon making any payment or transfer hereunder, the Personal Representative and Trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the Trustee shall be fully discharged as to such trust.

(d) Throughout this Will, the masculine gender shall be deemed to include the feminine and vice versa, and both shall be deemed to include the neuter and vice versa, and the singular shall be deemed to include the plural, and vice versa, whenever the context requires such construction.

(e) Any adopted person, except those persons adopted after having attained the age of twenty-one (21) years, shall be considered as having been born to his or her adoptive parents, and his or her descendants considered as being descendants of such

*Handwritten signature*

--214524--

20151215000427700 41/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this Will.

(f) Any person, or the representative of a deceased, incapacitated or incompetent person, may irrevocably disclaim, refuse or renounce any part or all of any gift, devise or bequest made to such person under this Will. If any person disclaims, refuses or renounces an interest in all or any part of any gift, devise or bequest made to such person under this Will, all or such part of such disclaimed gift, devise or bequest shall be held or disposed of as specifically directed under the provisions of this Will and, if not specifically directed, then under the provisions of this Will as if such person had not survived me.

(g) Per stirpes shall mean taking by representation, the method of dividing the estate into as many shares as there are surviving heirs in the nearest degree of kinship and deceased persons in the same degree who left living issue. Each surviving heir in the nearest degree shall receive one share and the share of each deceased person in the same degree shall be divided among his living descendants in the same manner. The first division of property shall be at the nearest degree of kinship at which there is a living descendant. All references in this will to per stirpes shall connote the above definition and shall not mean per capita.

(h) Any trust created hereunder may, but need not be, terminated in the sole discretion of the Trustee when the income of such trust shall become too low to cover all fees and expenses of administration and also to yield a reasonable return to the beneficiaries. In such event, the Trustee shall distribute the assets thereof in the possession of the Trustee to the then current beneficiary or beneficiaries of the income and if more than one beneficiary is so entitled, in the proportions in which they are beneficiaries.

--214524--

20151215000427700 42/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

ITEM XIII  
SPENDTHRIFT PROVISION


To the extent permitted by law, no interest of any devisee or beneficiary in the income or principal of any trust hereby created shall be subject to pledge, assignment, sale or transfer in any manner without the written consent of the Trustee, nor shall any devisee or beneficiary have power in any manner to anticipate, charge or encumber his or her said interest, nor shall said interest of any devisee or beneficiary be liable or subject in any manner while in the possession of the Trustee for the debts, contracts, obligations, liabilities, engagements or torts of such devisee or beneficiary.

ITEM XIV  
SIMULTANEOUS DEATH

(a) In the event that my said wife and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or if I survive her by any ascertainable period of time, my said wife shall be presumed to have predeceased me for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition for taking property under this Will.

(b) In the event that any beneficiary, other than my wife, and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or if I survive said beneficiary by any ascertainable period of time, the said beneficiary shall be presumed to have predeceased me for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition for taking property under this Will.

-- 214524 --

  
20151215000427700 43/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



ITEM XV  
APPOINTMENT OF FIDUCIARIES

(a) I hereby nominate, constitute and appoint my daughter, EUGENIA HOFAMMANN MCGILL, as Personal Representative of this my Last Will and Testament. If my daughter should be unable or unwilling to serve or continue to serve as Personal Representative for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my son, KARL EMIL HOFAMMANN, III, as successor Personal Representative. If KARL EMIL HOFAMMANN, III, should also be unable or unwilling to serve or continue to serve as Personal Representative for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my son, DABNEY YEAMANS HOFAMMANN, as successor Personal Representative. If DABNEY YEAMANS HOFAMMANN should also be unable or unwilling to serve or continue to serve as Personal Representative for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint FIRST ALABAMA BANK (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as successor Personal Representative.

(b) (1) If my wife survives me, then during her lifetime, I hereby nominate, constitute and appoint my daughter, EUGENIA HOFAMMANN MCGILL, as Trustee of the Family Trust created hereunder. If my daughter should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my son, KARL EMIL HOFAMMANN, III, as successor Trustee. If KARL EMIL HOFAMMANN, III, should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my son, DABNEY YEAMANS HOFAMMANN, as successor Trustee. If DABNEY YEAMANS HOFAMMANN should also be unable or unwilling to serve or continue to serve as Trustee for

-- 214 524 --



20151215000427700 44/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint FIRST ALABAMA BANK (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as successor Trustee.

(2) Upon the death of my wife, or upon my death if she fails to survive me, I hereby nominate, constitute and appoint my son, DABNEY YEAMANS HOFAMMANN, as Trustee of Karl's Trust and each trust created for the benefit of my son, KARL EMIL HOFAMMANN, III, or his descendants. If DABNEY YEAMANS HOFAMMANN should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint EUGENIA HOFAMMANN MCGILL as successor Trustee. If EUGENIA HOFAMMANN MCGILL should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint FIRST ALABAMA BANK (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as successor Trustee.

(3) Upon the death of my wife, or upon my death if she fails to survive me, I hereby nominate, constitute and appoint my daughter, EUGENIA HOFAMMANN MCGILL, as Trustee of Eugenia's Trust each trust created for the benefit of my daughter or her descendants. If EUGENIA HOFAMMANN MCGILL should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint KARL EMIL HOFAMMANN, III, as successor Trustee. If KARL EMIL HOFAMMANN, III, should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint DABNEY YEAMANS HOFAMMANN as successor Trustee. If DABNEY YEAMANS

--214524--

20151215000427700 45/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

HOFAMMANN should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint FIRST ALABAMA BANK (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as successor Trustee.

(4) Upon the death of my wife, or upon my death if she fails to survive me, I hereby nominate, constitute and appoint my son, KARL EMIL HOFAMMANN, III, as Trustee of Dabney's Trust and each trust created for the benefit of my son, DABNEY YEAMANS HOFAMMANN, or his descendants. If KARL EMIL HOFAMMANN, III, should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint EUGENIA HOFAMMANN MCGILL as successor Trustee. If EUGENIA HOFAMMANN MCGILL should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint FIRST ALABAMA BANK (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as successor Trustee.

(c) I direct that my Personal Representative and Trustees shall not be required to give bond to insure the faithful performance of the duties herein imposed or to file an inventory, accounting or appraisal of my estate or of any trust or share thereof in any court, though they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time; and I direct that they shall be free from the control and supervision of any court. I hereby vest in my Personal Representative the same full powers of management, control and disposition of my estate as are given to my Trustees under the terms of this Will.

7-214524--



20151215000427700 46/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

CODICIL TO THE LAST WILL AND TESTAMENT

OF

KARL EMIL HOFAMMANN, JR.

FILED IN OFFICE THIS THE  
21 DAY OF Feb. 20 19  
JUDGE OF PROBATE AND RECORD.

STATE OF ALABAMA )

JEFFERSON COUNTY )

Alan L. King  
JUDGE OF PROBATE

I, KARL EMIL HOFAMMANN, JR., a resident of Jefferson County, Alabama, being of sound mind and disposing memory, do hereby make, publish and declare this instrument as and for a Codicil to my Last Will and Testament, which Last Will and Testament was executed by me on the 24th day of October, 1994, in the presence of Barbara Bender and Diane Rogers, as attesting witnesses, and subscribed, sworn to and acknowledged by me before Brenda F. Sears, a notary public.

**FIRST:** I hereby amend my said Last Will and Testament by deleting subparagraph (g)(3) Item VII in its entirety and substituting in lieu thereof the following:

(3) The Trustee shall transfer and pay over one-half (1/2) of the remaining principal of each beneficiary's trust to such beneficiary free of trust when he or she attains the age of thirty-five (35) years. The balance of said trust principal shall be transferred and paid over to such beneficiary free of trust when he or she attains the age of forty (40) years.

**SECOND:** I hereby ratify and confirm my said Last Will and Testament as amended hereby, as and for my true Last Will and Testament.

IN WITNESS WHEREOF, I, KARL EMIL HOFAMMANN, JR., the Testator, sign my name to this instrument this 19 day of March.

-1-

--214524--



20151215000427700 47/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



1997, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as a Codicil to my Last Will and Testament 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 18 years of age or older, of sound mind, and under no constraint or undue influence.

Karl Emil Hofammann  
KARL EMIL HOFAMMANN

We, Mildred N. Peake and Barna W. Peake, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator, KARL EMIL HOFAMMANN, JR., signs and executes this instrument as a Codicil to his Last Will and Testament and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this Codicil as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Mildred N. Peake  
Witness

Address: 2796 Pump House Rd  
Birmingham, Ala 35243

Barna W. Peake  
Witness

Address: 2796 Pump House Road  
BIRMINGHAM ALA 35243

STATE OF ALABAMA )  
JEFFERSON COUNTY )

Subscribed, sworn to and acknowledged before me, J. Sanford Mullins, Jr., by KARL EMIL HOFAMMANN, JR., the Testator, and subscribed and sworn to before me by Mildred N. Peake and Barna W. Peake, witnesses, this the 17th day of March, 1997.

[SEAL]

J. Sanford Mullins, Jr.  
Notary Public  
My Commission Expires 2/02/98

13150001.001.cod

FILED IN OFFICE THIS THE  
21 DAY OF Feb. 2012  
FOR PROBATE AND RECORD  
Alan O. Ford  
JUDGE OF PROBATE

-2-

--214524--



20151215000427700 48/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



SECOND CODICIL TO  
LAST WILL AND TESTAMENT  
OF  
KARL EMIL HOFAMMANN, JR.  
\*\*\*\*\*

--214524--

FILED IN OFFICE THIS THE  
21 DAY OF Feb. 20 12  
FOR PROBATE AND RECORD.  
*Alan L. King*  
JUDGE OF PROBATE

I, the undersigned, KARL EMIL HOFAMMANN, JR., a resident of the County of Jefferson, State of Alabama, being of sound mind, do hereby make and declare this a Second Codicil to my Last Will and Testament, executed on the 24th day of October, 1994, in the presence of Barbara Bender, Diane Rogers, and Brenda F. Sears.

I hereby modify and amend my said Last Will and Testament, hereinabove described, as follows:

I

Paragraph (a)(1)(B)(i) of Item V of my Last Will and Testament, appearing on page 5 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(i) The numerator of such fraction shall be the largest amount, if any, which, if allocated to said Family Share, would result in the least possible federal estate tax being payable at my death, after taking into account any credit under Section 2010 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") available to my estate for federal estate tax purposes and the state tax credit or deduction against such tax, but only to the extent that the use of such credit or deduction does not increase the state death tax payable to any state."

II

There shall be added to the end of paragraph (b) of Item VII of my Last Will and Testament, appearing on page 10 thereof, the following:

"Notwithstanding anything hereinabove to the contrary, at any time that a child of mine is serving as Trustee, he or she shall not distribute principal or income for his or her own benefit, except to provide for his or her



DOCSBHM\1081970\1\

20151215000427700 49/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

health, education, maintenance, or support, as described under Sections 2041 and 2514 of the Code."

III

Paragraph (e) of Item VII of my Last Will and Testament, appearing on pages 13-14 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(e) The Trustee shall hold the share allocated for my daughter, Eugenia Hofamann McGill, now known as Eugenia H. Mullins (hereinafter sometimes referred to as "Eugenia"), in trust for and during her lifetime. Said share shall be referred to as "Eugenia's Trust" and shall be administered upon the terms and conditions hereinafter provided:

(1) The Trustee shall hold Eugenia's Trust in trust for Eugenia's benefit, for and during her lifetime. During the continuance of this trust, the Trustee shall distribute to Eugenia the net income from this trust, in such installments as may be convenient to her. Furthermore, the Trustee may distribute to Eugenia from the principal of this trust such amount as from time to time may be necessary to maintain her in health and reasonable comfort, to support her in her accustomed manner of living, and to provide for her health, medical, dental, hospital and nursing expenses and expenses of invalidism, taking into account other resources available to her. The power which has been granted to the Trustee in the preceding sentence is limited by an ascertainable standard, as defined in Treasury Regulations Section 20.2041-1(c)(2), and shall not constitute a general power of appointment.

(2) Upon Eugenia's death, the Trustee shall apportion and distribute Eugenia's Trust in equal shares to my grandchildren, Allen Nugent Hofamann, Elizabeth Keller Hofamann, Eugenia Ann Dabney Hofamann, and Karl Emil Hofamann, IV, or if any such grandchild shall not then be living, then his or her share shall be distributed to his or her then living lineal descendants, per stirpes; provided, that if any such grandchild or lineal descendant of a deceased grandchild shall be under the age of forty (40) years, then Trustee shall administer the share of such grandchild under the terms of paragraph (g) of this Item VII, as if the parent of such grandchild were deceased.

(3) Notwithstanding any contrary provisions herein, by specific reference in her Last Will and Testament, Eugenia shall have the power to direct the Trustee to change the time set for distribution and/or to change the division of this trust by dividing it among my lineal descendants other than Eugenia in such manner and in such equal or unequal proportions, in trust or otherwise, as she may see fit. Under no



conditions shall the power granted to Eugenia in this paragraph be interpreted to permit her to appoint any part of her share of this trust to herself, to her estate, to her creditors or to the creditors of her estate. In exercising the limited power of appointment described above, Eugenia is hereby prohibited from including in any trust any provisions which violate the common-law rule against perpetuities as applicable in the State of Alabama.

(4) Notwithstanding any contrary provisions, by specific reference in her Last Will and Testament, Eugenia shall have the power to direct the Trustee to continue to hold any part or all of the balance of assets in trust following her death, for the use of her spouse, for and during his lifetime, or until his remarriage, during which time the Trustee shall distribute the net income from such part or all of said trust for the maintenance and support of such spouse, with no right, however, to distribute any part of the principal thereof to or for the use of said spouse. Upon the first to occur of the spouse's death or remarriage, the balance of assets remaining in said trust will be distributed to those beneficiaries in the manner hereinabove set forth."

#### IV

The last subparagraph of paragraph (i) of Item VII of my Last Will and Testament, appearing on page 21 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"The above-designated bequests to each of such charitable organizations shall be conditioned upon the qualification of each such charitable organization as a tax-exempt entity within the meaning of Sections 170 and 501(c)(3) of the Code. In the event any such charitable legatee shall not qualify as such tax-exempt entity or should any such charitable legatee not be in existence at the time of distribution, the bequest shall lapse."

#### V

Paragraph (l) of Item VII of my Last Will and Testament, appearing on page 22 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(l) Notwithstanding the above, in the event the provisions of my Family Trust are identical to the provisions of any trust created for the benefit of my beneficiaries, then my Trustee, in the sole discretion of the Trustee, and with the consent of the Trustee of such identical trust,



may transfer, pay over and distribute the remainder of my Family Trust to the trustee of such identical trust to be added to, merged with, administered and disposed of in accordance with the provisions of such identical trust; provided, however, that identical trusts shall be merged only with trusts which have the same "inclusion ratio," as defined in the Code. Upon delivery of the remainder of my Family Trust to the Trustee of such identical trust, my Trustee shall be fully and completely discharged as to such assets so delivered."

VI

There shall be added to Item VII of my Last Will and Testament, appearing on page 22, a new paragraph (m), as follows:

"(m) Anything hereinabove to the contrary notwithstanding, in the event that a descendant of mine shall die after the death of the last to die of my wife and me and prior to the distribution to him or her of all of his or her share of the Family Trust and in the further event that for purposes of computing the federal estate tax due at the death of any descendant of mine, the maximum marginal estate tax bracket of any such descendant is less than the maximum federal estate tax rate then in effect, then I give to each of my descendants whose bracket is less than the maximum federal estate tax rate then in effect, a general power of appointment, exercisable by specific reference thereto in his or her valid Last Will and Testament, over that portion of his or her share of said trust estate determined as hereinafter set forth, such power being an unlimited power and right to appoint that portion of his or her share of said trust estate to his or her estate, to the creditors of his or her estate, or to any other appointee, either outright or otherwise. The portion of his or her share of said trust estate over which each of my descendants will have the general power of appointment referred to hereinabove shall equal the lesser of (i) the amount equal to such descendant's share of said trust estate which constitutes the "taxable amount" multiplied by the "inclusion ratio," as such terms are defined for generation-skipping transfer tax purposes in the Internal Revenue Code, or (ii) an amount equal to the maximum that can pass to beneficiaries (other than a spouse of such descendant or a charitable organization as such is described in Section 2055(a) of the Code) from the share of said descendant in said trust estate and be subject to federal estate taxes in the estate of such descendant, computed at estate tax rates that are less than the maximum estate tax rate in effect as of the date of the death of such descendant. To the extent that my descendant is given a general power of appointment exercisable under the trust estate provisions of any other instrument, the amount of which is determined by a formula substantially similar to the formula set forth in this paragraph, then for purposes of computing the

DOCSBHM\1081970\1

4

- 214524 -



20151215000427700 52/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



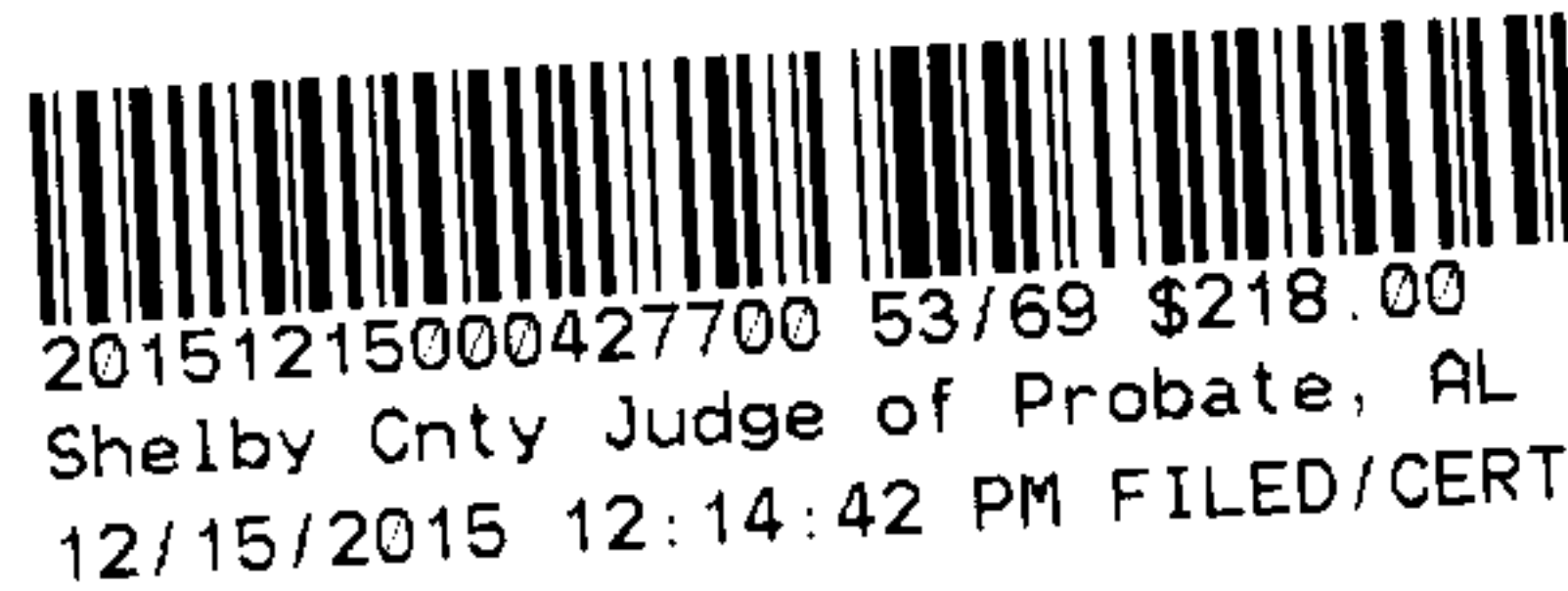
amount described in (ii) above, said amount shall be prorated among each said trust estate based upon the respective values of the trust estates over which my descendant is given such a general power of appointment. In the event that a descendant of mine shall die having failed to exercise the foregoing power of appointment as above granted to him or her, then I nevertheless direct that the Trustee shall pay to the Personal Representative of such descendant's estate an amount equal to the increase in federal and state taxes and any increased administration expenses which his or her estate would have to pay because of the inclusion of the said portion of the principal of his or her share of said trust estate in his or her estate for tax or administrative purposes, and the balance of the assets of his or her share of said trust estate shall be transferred, delivered and paid over in accordance with the provisions hereinabove set forth."

VII

Paragraph (d)(1) of Item VIII of my Last Will and Testament, appearing on page 29 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(1) It is my intent that for generation-skipping transfer tax purposes all trusts created under this Will shall have an "inclusion ratio" as defined in the Code of either zero (0) or one (1). In order to facilitate this result, it may be necessary to divide certain trusts created at my death into separate trusts prior to the allocation of the GST exemption as set forth in the Code (hereinafter, "GST exemption") by the transferor of property to any such trusts. It also may be necessary to sever certain trusts at a time after allocation of GST exemption by the transferor of property to such trusts. In any event, whether the trust is divided into two separate trusts prior to the allocation of GST exemption, as provided in subparagraph (i) hereinafter, or is severed into two separate trusts after the allocation of GST exemption, as provided in subparagraph (ii) hereinafter, except as otherwise specifically provided herein, the dispositive provisions of each separate trust shall be identical to the dispositive provisions of the original trust divided pursuant to this Item. Each of the two separate trusts so created shall have the same name, except that the trust having an inclusion ratio of zero (0) shall have the phrase "GST Exempt" added to its name.

(i) If after allocation to lifetime transfers and direct skips occurring at my death, my remaining GST exemption available for allocation is less than the value of the Family Trust as finally determined for federal estate tax purposes in my estate, then my Trustee shall apportion from the Family Trust an amount equal to my remaining GST exemption. If after allocation of my GST exemption to lifetime transfers, direct skips occurring at my death, and to the Family



Trust, my remaining GST exemption available for allocation is less than the value of the Marital Trust as finally determined for federal estate tax purposes in my estate, then my Trustee shall apportion from the Marital Trust an amount equal to my remaining GST exemption. At my wife's death, if her remaining GST exemption available after its allocation to her other transfers is less than the value of any share of the Marital Trust which has an inclusion ratio of other than zero (0), then the Trustee shall apportion from such trust an amount equal to my wife's remaining GST exemption. In any other case, if the Trustee is notified by a transferor or the Personal Representative of the estate of a transferor that a designated amount of the transferor's GST exemption will be allocated to a trust as of the time of the creation of the trust, the Trustee shall apportion from such trust a fractional amount equal to the GST exemption to be allocated, which amount shall be held in a separate trust. For purposes of funding the shares to be transferred to separate trusts created under this subparagraph (i), or pursuant to any other provision of this Will, my Trustee shall transfer to the GST Exempt trust a fractional share of the property in the trust being so divided, the numerator of which shall be the value of the GST exemption being allocated to such trust, and the denominator of which shall be the net value of the property in such trust as of the effective date of the allocation of the transferor's GST exemption. The remaining assets shall be transferred to the other trust so created. For purposes of funding such fractional shares, undivided fractional interests in each of the assets allocated to such shares need not be created, and the Trustee, in its sole power and discretion, may fund such fractional shares in cash or property as selected by it.

(ii) If the Trustee determines that it is advisable to sever a trust into two separate trusts after the allocation of GST exemption, the Trustee shall divide such trust on a fractional basis. For purposes of funding the shares to be transferred to separate trusts created under this subparagraph (ii), the Trustee shall transfer to the GST Exempt trust a fractional share of the property in the trust being so divided equal to the applicable fraction (within the meaning of I.R.C. Section 2642(a)(2)) of the single trust immediately before the severance. The remaining assets shall be transferred to the other trust so created. For purposes of funding such fractional shares, undivided fractional interests in each of the assets allocated to such shares need not be created, and the Trustee, in its sole power and discretion, may fund such fractional shares in cash or property as selected by it. It is my intent that a severance pursuant to this subparagraph (ii) shall result in a qualified severance within the meaning of I.R.C. Section 2642(a)(3)."

• - 2 1 4 5 2 4 - •

20151215000427700 54/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

VIII

There shall be added to Item VIII of my Last Will and Testament a new paragraph (f), as follows:

"(f) Except as otherwise specifically provided elsewhere in this Will, all pecuniary devises shall be entitled to a pro-rata share of the income of the estate from the date of my death to the date of payment. In the event a trust estate created hereunder shall be divided at any time, then the resulting trust estates shall be entitled to a pro-rata share of the income earned by the trust estate from the date giving rise to the apportionment of the trust estates until the actual apportionment is made."

IX

Paragraph (h) of Item XII of my Last Will and Testament, appearing on page 37 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(h) If, at any time during the continuation of a trust created hereunder, the assets of such trust shall be less than Fifty Thousand Dollars (\$50,000.00) and the Trustee, in its discretion, determines the assets of such trust are insufficient to warrant the expenses of administration of such trust, then, in such event, the Trustee may transfer and pay over the assets in said trust estate to the income beneficiary of such trust estate. In the event that there shall be more than one income beneficiary of a trust estate, the Trustee shall transfer and pay over such trust estate, in equal shares, to all said income beneficiaries. Under no circumstances shall any income beneficiary who is serving as Trustee hereunder make such decision with regard to any trust of which he or she is an income beneficiary."

X

Paragraph (b)(2) of Item XV of my Last Will and Testament, appearing on page 40 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(2) Upon the death of my wife, or upon my death if she fails to survive me, I hereby nominate, constitute and appoint my daughter, Eugenia H. Mullins, as Trustee of Karl's Trust and each trust created hereunder for the benefit of my son, Karl Emil Hofamann, III,

DOCSB11M108197011

7

-- 214524 --

20151215000427700 55/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

or his descendants. If Eugenia H. Mullins should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint J. Sanford Mullins, III as successor Trustee. If J. Sanford Mullins, III should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate Dabney Yeamans Hofamann as successor Trustee. Notwithstanding anything herein to the contrary, the last serving Trustee of Karl's Trust shall have the right, with the consent of Karl, if he is living and competent, to designate as a successor Trustee any bank or trust company having, at the time of such designation, total resources or assets under management of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00), or any one or more individuals. Such designation shall be by a writing signed by Karl (if living and competent) and the said Trustee, properly notarized and filed in the Probate Court in which my Will was probated."

XI

Paragraph (b)(3) of Item XV of my Last Will and Testament, appearing on pages 40-41 thereof, is hereby deleted in its entirety, and there is substituted in lieu and instead thereof the following:

"(3) Upon the death of my wife, or upon my death if she fails to survive me, I hereby nominate, constitute and appoint my daughter, Eugenia H. Mullins, as Trustee of Eugenia's Trust and each trust created for the benefit of my daughter or the successor beneficiaries of her trust. If Eugenia H. Mullins should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint J. Sanford Mullins, III as successor Trustee. If J. Sanford Mullins, III should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint Karl Emil Hofamann, III as successor Trustee. If Karl Emil Hofamann, III should also be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint Dabney Yeamans Hofamann as successor Trustee. Notwithstanding anything herein to the contrary, the last serving Trustee of Eugenia's Trust shall have the right, with the consent of Eugenia, if she is living and competent, to designate as a successor Trustee any bank or trust company having, at the time of such designation, total resources or assets under management of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00), or any one or more individuals. Such designation shall be by a writing signed by Eugenia (if living and competent) and the

DOCSBHM\1081970\11

--214524--



20151215000427700 56/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



said Trustee, properly notarized and filed in the Probate Court in which my Will was probated."

XII

There shall be added to the end of paragraph (b)(4) of Item XV of my Last Will and Testament, appearing on page 41 thereof, the following:

"Notwithstanding anything herein to the contrary, the last serving Trustee of Dabney's Trust shall have the right, with the consent of Dabney, if he is living and competent, to designate as a successor Trustee any bank or trust company having, at the time of such designation, total resources or assets under management of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00), or any one or more individuals. Such designation shall be by a writing signed by Dabney (if living and competent) and the said Trustee, properly notarized and filed in the Probate Court in which my Will was probated."

XIII

There shall be added to my Last Will and Testament, appearing on page 41 thereof, a new Item XV-A, as follows:

"XV-A

REMOVAL OR REDESIGNATION OF TRUSTEE

(a) Notwithstanding anything hereinabove to the contrary, my Redesignator, hereinafter named, shall have the right to add further Trustees and/or rearrange the order in which the Trustees named hereinabove shall serve, remove any Trustee serving or named to serve, and/or to substitute for any Trustee any bank or trust company having, at the time of such redesignation, total resources or assets under management of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00), or any one or more individuals not otherwise precluded from serving as Trustee hereunder. In the event my said Redesignator should so redesignate any Trustee who has not at said time commenced serving as Trustee, then such redesignation shall be by a writing signed by my said Redesignator, properly notarized, and filed in the Probate Court in which my Will was probated. A duplicate original copy shall be delivered to the Trustee then serving. In the event my said Redesignator should so redesignate any Trustee who is at that time serving as Trustee hereunder, then such redesignation shall be by a writing signed by my said Redesignator, properly notarized, addressed



20151215000427700 57/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

and delivered to the Trustee, advising the Trustee that it has been removed and naming therein the successor and confirming that the successor has accepted the trusteeship. A duplicate original copy shall be filed in the Probate Court in which my Will was probated. Thirty (30) days after receipt of such written notice as aforesaid, the Trustee shall thereupon be removed.

(b) Karl Emil Hofamann, III shall be the initial Redesignator with respect to all trusts created for Eugenia H. Mullins and Dabney Yeamans and their successor beneficiaries. Eugenia H. Mullins shall be the Redesignator with respect to the trust created for Karl Emil Hofamann, III and his successor beneficiaries. Notwithstanding the foregoing provisions, each said Redesignator shall act only with the written consent of the primary beneficiary of the trust of which the Trustee is being redesignated, if such beneficiary has attained the age of majority and is competent.

(c) Anything hereinabove to the contrary notwithstanding, the power to remove and replace a Trustee shall not be exercisable by my Redesignator, where such power will cause all or any part of the assets of the trust estate to be included in the estate of my said Redesignator under applicable provisions of the Internal Revenue Code, Treasury Regulations and case law in effect at the time of such exercise.

(d) Third parties may rely upon the written representations of my Redesignator that the conditions and requirements for the exercise of such power to remove and replace a Trustee have been satisfied."

XIV

I hereby ratify and confirm my said Last Will and Testament, hereinabove described, insofar as it is not in conflict with this Second Codicil, and do republish the same as herein and hereby amended as of this date.


IN WITNESS WHEREOF, I, Karl Emil Hofamann, Jr., have hereunto set my hand and seal to this, a Second Codicil to my Last Will and Testament, on this the 11<sup>th</sup> day of December, 2003.

  
Karl Emil Hofamann, Jr.

-- 214524 --

DOCSBHM\1081970\1\

10

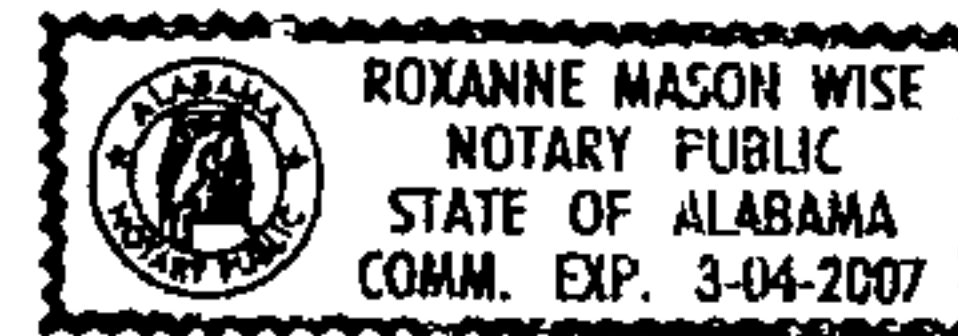
  
20151215000427700 58/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

The foregoing was SIGNED, SEALED, PUBLISHED and DECLARED by Karl Emil Hofammann, Jr. to be a Second Codicil to his Last Will and Testament, in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto set our signatures as attesting witnesses on the day the said instrument bears date.

Contney Smith  
Address: 2311 Highland Avenue South  
Birmingham, Alabama 35205

Freddie L. Sears  
Address: 2311 Highland Avenue South  
Birmingham, Alabama 35205

Roxanne Mason Wise  
Address: 2311 Highland Avenue South  
Birmingham, Alabama 35205



-- 814524 --

20151215000427700 59/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

I, Karl Emil Hofmann, Jr., the testator, sign my name to this instrument this 11<sup>th</sup> day of December, 2003, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as a Second Codicil to my Last Will and Testament 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.

Karl Emil Hofmann, Jr.  
Karl Emil Hofmann, Jr.

We, Courtney Smith and Brenda Sears,  
the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as a Second Codicil to his Last Will and Testament and that he signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this Second Codicil 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.

Courtney Smith  
Witness  
Brenda L. Sears  
Witness

Subscribed, sworn to and acknowledged before me, a Notary Public in and for the State of Alabama at Large, by Karl Emil Hofmann, Jr., the testator, and subscribed and sworn to before me by Courtney Smith and Brenda Sears, witnesses, this 11<sup>th</sup> day of December, 2003.



Roxanne Mason Wise  
Notary Public  
My Commission Expires: \_\_\_\_\_

(SEAL)

-- 214524 --

DOCSBHM\1081970\1\

12



20151215000427700 60/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



STATE OF ALABAMA     )  
SHELBY COUNTY         )

214524-7

**AFFIDAVIT OF BRENDA T. SEARS**

Before me, the undersigned, personally appeared BRENDA T. SEARS, who, after first being duly sworn, deposes and says the following:

1. My name is BRENDA T. SEARS, and I am over the age of 21 years and a resident citizen of Shelby County, Alabama.
2. For many years, I held a notary public commission in the State of Alabama, including during the time period from January 14, 1992, to January 14, 1996. I also worked at REGIONS BANK ("Regions") during that period.
3. I was acquainted with KARL EMIL HOFAMMANN, JR. ("Dr. Hofammann") and his wife, EUGENIA DABNEY HOFAMMANN, who were Regions customers. On October 24, 1994, I served as a notary upon the execution of Dr. Hofammann's Last Will and Testament (the "Will"). On that date, I was present when Dr. Hofammann and the two (2) witnesses to that Will, specifically, BARBARA BENDER and DIANE ROGERS, signed the instrument, and I observed each of them signing the Will and took their acknowledgements to that effect. I have reviewed a photocopy of that Will, as attached at Exhibit A hereto, and confirm that the notary acknowledgment reflected on Page 44 of that instrument contains my signature as the notary public. Although the photocopy does not appear to reflect that I affixed my notarial seal to the Will, it was my custom and practice to affix my raised notarial seal to each instrument that I notarized, and I believe that I did so to the original of this Will.

DOCSBHM115744511

EXHIBIT C

20151215000427700 61/69 \$218.00  
Shelby Cnty Judge of Probate: AL  
12/15/2015 12:14:42 PM FILED/CERT

4. I have been advised that Dr. Hofamman's family has been unable to locate the original of the October 24, 1994, Will, and also advised that he subsequently executed two (2) Codicils to that instrument, both of which refer to the October 24, 1994, Will copied at **Exhibit A** hereto, confirming that it remained his current Will on the date of each such Codicil's execution. In fact, I also served as a witness to Dr. Hofamman's execution of his Second Codicil dated December 11, 2003, a photocopy of which is attached at **Exhibit B** hereto, which Second Codicil also refers to the October 24, 1994, Will as being his current Will on that date in 2003.

5. I am making this Affidavit for the purpose of its being submitted to the Jefferson County, Alabama, Probate Court by Dr. Hofamman's family in order to effectuate the admission of the Will to probate by the submission of a photocopy of that instrument.

Further the Affiant sayeth naught.


Brenda T. Sears  
BRENDA T. SEARS

Sworn to and subscribed before me, this the  
3rd day of February, 2012.

Nancy E. May  
Notary Public—State at Large  
My Commission Expires: 12-14-2014

FILED IN OFFICE THIS THE  
21 DAY OF Feb, 2012  
FOR PROBATE AND RECORD.  
Alan J. King  
JUDGE OF PROBATE

--214524--

  
20151215000427700 62/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

---

---

**CERTIFICATE TO THE PROBATE OF WILL AND CODICILS**

---

---

**State of Alabama**  
**Jefferson County**

**CASE NO. 2012214524**


I, the undersigned, 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 **KARL EMIL HOFAMMANN, JR.** and that said will together with the proof thereof have been recorded in my office.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date the 21<sup>ST</sup> day of FEBRUARY, 2012.

\_\_\_\_\_  
Alan L. King  
Judge of Probate

---

---

  
20151215000427700 63/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

KARL EMIL HOFAMMANN, JR.  
DECEASED

IN THE PROBATE COURT OF  
JEFFERSON COUNTY, ALABAMA

**CASE NUMBER 214524**

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT  
AND CODICILS THERETO

This day came Eugenia Hofammann Mullins fka Eugenia Hofammann McGill and filed a petition in writing, under oath, therewith producing and filing in this Court instruments of writing purporting to be the photostatic copy of Last Will and Testament and Codicil thereto of Karl Emil Hofammann, Jr., deceased, said will bearing date the 24th day of October, 1994, and attested by Barbara Binder, Diane Rogers, and Brenda Sears; and said First Codicil bearing date the 19th day of March, 1997, and attested by Barnes W. Peake, Mildred N. Peake, and J. Sanford Mullins; photostatic copy of the Second Codicil bearing date the 11th day of December, 2003, and attested by Courtney Smith, Brenda Sears, and Roxanne Mason Wise; and praying that the same be probated as provided by law; that the petitioner is the daughter of said deceased, and is named in said Will as personal representative thereof; and that the next of kin of said deceased are as follows, to-wit: Karl Emil Hofammann, III, son, Birmingham, Alabama, Eugenia Hofammann Mullins fka Eugenia Hofammann McGill, daughter, Birmingham, Alabama and Dabney Yeamans Hofammann, son, Decatur, Alabama, each of whom are over nineteen years of age and of sound mind.

And thereupon comes each of the above named next of kin expressly waiving all notice of the petition to probate said will



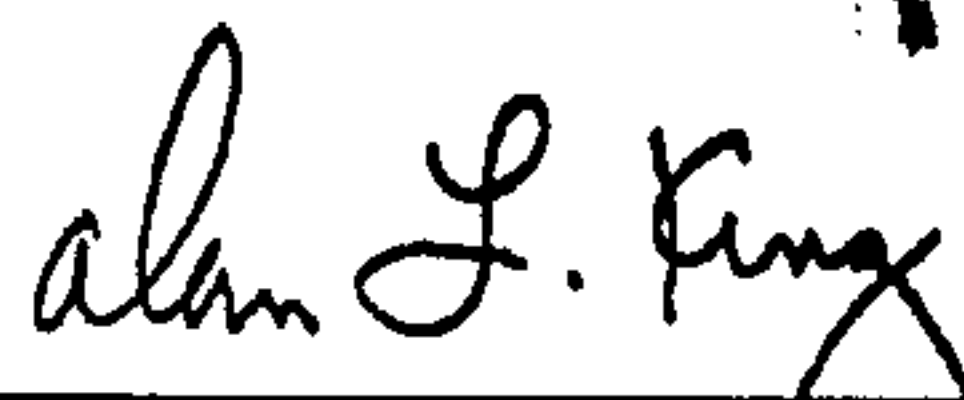
20151215000427700 64/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



and consenting that the same be probated at once, and the court having ascertained by sufficient evidence that the signatures affixed to said waivers of notice and acceptances of service are the genuine signatures of said next of kin; now on motion of said petitioner, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that said instruments are the genuine Last Will and Testament and Codicil thereto of said deceased, and that such instruments should be probated as the Last Will and Testament of said deceased. It is, therefore,

**ORDERED, ADJUDGED AND DECREED** by the Court that said instruments be duly admitted to probate as the Last Will and Testament and Codicil thereto of Karl Emil Hofammann, Jr., deceased, and **ORDERED** to be recorded together with the proof thereof and all other papers on file relating to this proceeding. It is further **ORDERED** that petitioner pay the costs of this proceeding.

**DONE** this date, February 21, 2012.

  
\_\_\_\_\_  
Judge of Probate



20151215000427700 65/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

IN THE MATTER OF THE ESTATE OF ) IN THE PROBATE COURT  
KARL EMIL HOFAMMANN, JR., ) OF JEFFERSON COUNTY, ALABAMA  
)  
DECEASED. ) CASE NO. ~~214524~~

**PETITION FOR LETTERS TESTAMENTARY  
WITHOUT BOND**

Comes the petitioner, EUGENIA HOFAMMANN MULLINS f/k/a EUGENIA HOFAMMANN MCGILL, and shows this Court the following facts:

1. In the last will and testament (and codicils thereto) (collectively, the "Will") of KARL EMIL HOFAMMANN, JR., deceased (the "decedent"), which has been or shall be duly probated and admitted to record in this Court, the petitioner is named as personal representative thereof.

2. The petitioner is an inhabitant of the State of Alabama, above the age of nineteen (19) years, and is not disqualified under the law from serving as such personal representative. Under the terms of the decedent's will, his personal representative is exempted from giving bond as such personal representative.

3. The decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be in excess of One Million Dollars (\$1,000,000.00).

WHEREFORE, to the end that the properties constituting said estate may be collected and preserved for those who appear to have a legal interest therein, and that said will may be executed according to the requests and directions of the decedent, the petitioner prays that the Probate Judge of this Court will grant letters testamentary to the petitioner without entering into bond, as is provided by the terms of said Will and authorized by Ala. Code §43-2-81. This Petition does not require verification under the applicable statutes.

*Eugenia Hofmann Mullins*  
EUGENIA HOFAMMANN MULLINS  
f/k/a EUGENIA HOFAMMANN MCGILL  
207 Main Street  
Birmingham, Alabama 35213

*J. Sanford Mullins, III*  
J. SANFORD MULLINS, III  
LEIGH A. TAYLOR  
Attorneys for Petitioner

DOCSBH1M\1836407\1

FILED IN OFFICE THIS 21 DAY OF  
Feb, 2012, PRAYER  
GRANTED AND PETITION ORDERED RECORDED  
*Alan J. King*  
JUDGE OF PROBATE

20151215000427700 66/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT

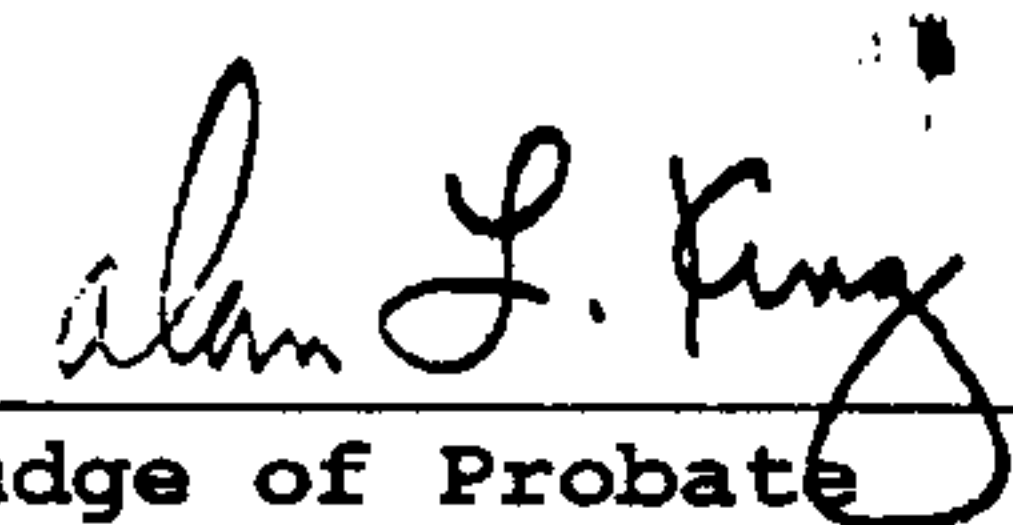
IN THE MATTER OF:	)	IN THE PROBATE COURT OF
	)	JEFFERSON COUNTY, ALABAMA
THE ESTATE OF:	)	
	)	CASE NUMBER 214524
KARL EMIL HOFAMMANN, JR.	)	
DECEASED	)	


**ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND**

Now on this day comes Eugenia Hofammann Mullins fka Eugenia Hofammann McGill and files in this Court her petition in writing, under oath, praying that Letters Testamentary upon the Will of Karl Emil Hofammann, Jr., deceased, be issued to her.

It is therefore **ORDERED** and **DECREED** by the Court that Letters Testamentary upon said will be granted to Eugenia Hofammann Mullins fka Eugenia Hofammann McGill, and that said letters issue without bond or security being required, in accordance with the terms of said will. It is further **ORDERED** that the petition in this behalf be recorded.

**DONE** this date, February 21, 2012.

  
 \_\_\_\_\_  
 Judge of Probate

  
 20151215000427700 67/69 \$218.00  
 Shelby Cnty Judge of Probate, AL  
 12/15/2015 12:14:42 PM FILED/CERT

---

---

LETTERS TESTAMENTARY

---

---

IN THE MATTER OF THE ESTATE OF:

IN THE PROBATE COURT OF  
JEFFERSON COUNTY, ALABAMA


KARL EMIL HOFAMMANN, JR.,  
Deceased

CASE NO. 2012-214524

LETTERS TESTAMENTARY

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to EUGENIA HOFAMMANN MULLINS, F/K/A, EUGENIA HOFAMMANN MCGILL, 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, 19th day of October, 2012.

  
\_\_\_\_\_  
Judge of Probate

---

---


I, S.J. Rhodes, Chief Clerk of Probate Court 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, 9th day of December, 2015.

\_\_\_\_\_  
Chief Clerk

---

---

  
20151215000427700 68/69 \$218.00  
Shelby Cnty Judge of Probate, AL  
12/15/2015 12:14:42 PM FILED/CERT



**The State of Alabama**  
JEFFERSON COUNTY

**PROBATE COURT**

I, S. Jacquelyn Rhodes, 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 PETITION FOR PROBATE OF WILL, CODICIL TO THE LAST WILL AND TESTAMENT OF KARL EMIL HOFAMMANN, JR., SECOND CODICIL TO THE LAST WILL AND TESTAMENT OF KARL EMIL HOFAMMANN, JR., CERTIFICATE TO THE PROBATE OF WILL AND CODICILS, ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT AND CODICILS THERETO, PETITION FOR LETTERS TESTAMENTARY WITHOUT BOND, ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND, LETTERS TESTAMENTARY

in the matter of KARL EMIL HOFAMMANN, JR.

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

Given under my hand and seal of said Court, this  
the 10th day of December, 20 15

*Sf Rhodes*

Chief Clerk

