

2896

STATE OF ALABAMA  
JEFFERSON COUNTY

12322

EL 153-57

I, GEORGE HENDERSON, a resident citizen of Jefferson County, Alabama, being of sound mind and disposing memory, do hereby make and publish this my last will and testament, hereby revoking any and all other wills and testamentary dispositions heretofore made by me.

ITEM ONE

I hereby direct that all my just debts, including my funeral expenses and the expenses of my last illness, be paid by my executors or executor as soon after my death as convenient, and I direct my executors or executor also to pay, out of my estate, all expenses of administration.

ITEM TWO

I give and bequeath to my beloved wife, Bertha Henderson, should she survive me, all of my wearing apparel, including my automobile and contents thereof, and all other objects of my personal use, to be hers absolutely, hereby vesting in my said wife, executors or executor full power and authority to determine what objects of property are included in the foregoing description contained in this item of my will. The residence now occupied by my family, and the furniture and furnishings therein, all are owned by my wife, and hence I make no provision regarding them. Should my said wife predecease me, I give and bequeath all the properties described in the preceding sentence of this ITEM TWO to those of my children who are living at my death, in equal shares; and I direct that my sons, George Henderson, Jr. and John Henderson, or the one of them who survives me, divide said properties into the required number of shares, and make prompt distribution thereof among my said surviving children, including themselves.

ITEM THREE

A. Definitions: The following terms and phrases, whenever used in this ITEM THREE shall be

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*My personal*

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construed in accordance with the following definitions, viz:

"Marital deduction": The deduction from the value of the gross estate allowed for purposes of the United States Estate Tax by United States Internal Revenue Code Section 612(e), as that section may provide at the date of my death.

"My wife's share": Assets, to be collected by my executors or executor out of my estate passing under this will, having an aggregate value which, when added to the value of the specific bequests and devises made to my wife by ITEM TWO of this will, and when added to the value of the proceeds of such insurance on my life as may qualify for the marital deduction, and when added to the value of any inter-vivos transfers made by me to my wife and for any reason includable in my adjusted gross estate, shall be equal to one-half of the aggregate value of my adjusted gross estate. With respect to the power of my executors to select the assets comprising my wife's share, provision is made by ITEM NINE of this will.

"Value": The amount included in my gross estate with respect to a particular asset or group of assets (whether or not, in either case, passing under this will) for purposes of the United States Estate tax as finally determined.

"Adjusted gross estate": My adjusted gross estate for purposes of this ITEM THREE shall be computed in accordance with the provisions of Section 612(e) of the United States Internal Revenue Code, as that section may provide at the time of my death.

B. If my said wife, Bertha Riddleston, survives me, I give, devise and bequeath my wife's share to my sons, George Riddleston, Jr. and John Riddleston, and the survivors, successors or successor of them in the trusts hereinafter, in this ITEM THREE, declared, as trustees of the Bertha Riddleston Trust, to stand possessed of the same upon and subject to the uses and trusts, and with the powers, rights and duties hereinafter set forth.

1. The trustees of the Bertha Riddleston Trust shall hold the principal thereof for the bene-

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*Marital deduction*

fit of my wife, Bertha Huddleston, and shall pay over all the income therefrom to her currently, as nearly as may be in equal periodic installments, and not less often than annually. If she survives me, my said wife, Bertha Huddleston, alone shall have the power to appoint all or any portion of the corpus thereof, free of the trust, exercisable in all events in favor of her estate, as she may appoint by her last will and testament, as freely and to all intents and purposes as if the entire corpus of said trust belonged to her absolutely; and, if she so survives me, my said wife shall have the further power to appoint all or any portion of the corpus of the trust estate, upon such trusts, for such interests, and generally in such manner, to or in trust for such one or more of my descendants, exclusively of the other or others, as my said wife may appoint by instrument executed and acknowledged by her in the manner required by the law of Alabama in the case of deeds to real estate, and delivered during her lifetime to the trustees. In default of appointment by my said wife, if she survives me, and subject to any effective exercise (whether partial or otherwise) either of the unlimited power of appointment by will, or of the limited power of appointment by deed heretofore conferred upon her, and from and after the death of my said wife the trustees of the Bertha Huddleston Trust shall apportion, pay over and distribute the entire corpus thereof (or so much of the corpus thereof as may remain unappointed by my said wife after giving effect to any exercise by her of the said powers heretofore conferred upon her) to the trustees named by ITEM FOUR of this will, to be held by them upon and subject to the trusts by ITEM FOUR declared; and, in such event, the said trustees named by ITEM FOUR shall hold, deal with and distribute the same in the manner, and to or for the benefit of the same person or persons, as if my said wife had predeceased me, and as if the corpus so apportioned, paid over and distributed to them had originally constituted a part of the residue of my estate.

2. In giving and bequeathing unto my said wife all of the income from the Bertha Huddleston Trust, and the unlimited power to appoint the entire corpus thereof by her will, I contemplate and desire that if my said wife survives me my estate shall become entitled to the maximum marital deduction provided for by Section 612(a) of the United States Internal Revenue Code as amended. Accordingly, it is my will and I direct that the provisions of this ITEM THREE shall be so construed as to give unto my wife all of the income of the corpus

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*Wm. Huddleston*

of the Bertha Huddleston Trust, as said terms are used in subparagraph (F) of said Section 812(o)(1) of the Internal Revenue Code as amended, and that there shall be included in the "income" distributable to my wife during her lifetime, pursuant to the foregoing provisions of this ITEM THREE, all amounts required to be included therein by said subparagraph (F). I direct further that it is my purpose to give unto my wife such a power of appointment of said trust estate as is contemplated by said subparagraph (F), and I direct that my will shall be construed accordingly.

C. Should my wife, Bertha Huddleston, predecease me, then the devises and bequests made in this ITEM THREE shall lapse and fall unto the residue of my estate, which residue is devised and bequeathed by ITEM FOUR of this will.

#### ITEM FOUR

All the rest, residue and remainder of my estate of which I shall die seised and possessed, or to which my estate may become entitled after my death, real, personal and mixed, and wheresoever situate, including all property over which I may have the power of appointment by will or otherwise (but after payment by my executors, out of such residue, of all estate, legacy, inheritance or other taxes, levied or leviable originally on account of my death, and of unpaid subscriptions for religious, charitable, or educational purposes, all as provided in ITEM FOUR D, below), I give, devise and bequeath to my said sons, George Huddleston, Jr. and John Huddleston, and the survivors, successors or successor of them in the trusts hereby created, to stand possessed of the same upon and subject to the trusts and uses and with the powers, rights, and duties hereinafter set forth.

A. My trustees shall divide into equal shares all of the properties and interests in properties held in trust under this ITEM FOUR of my will, one share in respect of each child of mine living at my death, and one share in respect of each child of mine who shall have died prior to my death, leaving issue then surviving. Each such share as it shall exist from time to time and whether or not there shall have been a complete appropriation thereto of the property belonging therein shall constitute a separate trust and each such trust for convenience is hereinafter referred to as a "share"

*George Huddleston*

trust". Where hereinafter used in this will the terms "share trust", "property in a share trust" and terms of similar import shall include all property and interests in property augmenting or accruing to the share trust involved from or out of another share trust under the terms of this ITEM FOUR or from or out of the trust created by ITEM THREE of this will, as well as the property originally held therein, and each such accruer shall be held on the same trust as the share trust which it augments; the term "trustee" shall mean the trustee or trustees for the time and from time to time acting under this ITEM FOUR whether one or more, and pronouns and adjectives referring to the trustee, though in the plural number shall include the singular number and all requisite genders.

1. The share trust apportioned with respect to each child of mine who is living at the time of my death, forthwith shall vest in the same child absolutely, and shall be paid over and distributed to him or her as promptly as is reasonably consistent with the orderly administration of the trust estate, and the completion of the division thereof into shares, as required by the foregoing provisions of ITEM FOUR of this will; and when, under the provisions of this ITEM FOUR, any other share trust, or share therein, from time to time, shall accrue to the share trust apportioned with respect to a child of mine who is living at my death, such other share trust or share therein shall be forthwith distributed and paid over to such child, his or her heirs, personal representatives, legatees and assigns absolutely.

2. The trustees shall stand possessed of the share trust held in respect of the issue of any child of mine who shall have predeceased me, in trust for the child or children of such predeceased child of mine who shall attain or shall have attained the age of twenty-one years or who shall have married or shall marry under that age, and if more than one in equal shares; and my trustees, subject only to the provisions of ITEM FOUR A, 3, below, shall pay over and distribute the share of any such child or children of the same predeceased child of mine, free and clear of the trust forthwith upon the attainment by him or her of an absolutely vested interest in the same trust. If there be no child of such predeceased child of mine who shall attain a vested interest under the limitations contained in this ITEM FOUR A, 2, then after the death of the last surviving child of such predeceased child of mine the trustees shall stand possessed of the property in said share trust, as-

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*Wm. C. Cullen*

hereof, shall be forthwith distributable in and to the person or persons presumably entitled thereto, whatever his, her or their attained ages or marital status, subject however to any interest therein theretofore vested and which may lawfully vest in any other or others.

B. Miscellaneous provisions with respect to all trusts created by this ITEM FOUR:

(1) If, under the foregoing limitations of this ITEM FOUR, some part of the property in any share trust shall not vest in issue of me, then from and after the death of the survivor of the last of my children and grandchildren capable of taking a vested interest in remainder under this ITEM FOUR, the property then held in trust under this will shall then vest in and become distributable to those who would take my property under the laws of the State of Alabama had I died at that time intestate.

(2) I desire that all estate taxes, and all unpaid subscriptions for religious, charitable or educational purposes shall be a charge only on the residue of my estate passing under this ITEM FOUR, and that the bequests and devises made by the foregoing ITEM TWO and ITEM THREE shall be free of any thereof. Accordingly, I direct my executors or executor to pay out of my residuary estate all estate, legacy, inheritance, transfer or other taxes levied or leviable originally against my estate on account of my death and by law payable originally out of my estate by my executors, or levied upon and payable by any legatee or devisee under this my will, including any trustee, or levied against any donee, or beneficiary on account of my death or of the gift or transfer of any property or interest in property heretofore or hereafter given by me to any such donee or beneficiary, including (but without limitation to) beneficiaries of policies of insurance on my life or the proceeds thereof, all without recourse or claim against any such legatee, devisee, donee or beneficiary of the property the subject matter of any such gift or transfer. I also direct my executors or executor to pay, out of my residuary estate, all unpaid subscriptions made by me for religious, charitable or educational purposes, whether or not the same shall constitute debts, and I give and bequeath the respective amounts of such unpaid subscriptions unto those to whom such subscriptions shall purport to be payable. I empower my executors or executor, in their or its sole discretion, to determine what constitutes a subscription as used herein.

*Wm. W. Davidson*

ITEM FIVE

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A. Powers conferred on trustees of each trust created under ITEM FOUR:

In the management and control of the trust estate and of each separate share trust created under ITEM FOUR, the trustees may do and have done with respect to each such trust estate and every part thereof all things which in the sole judgment and discretion of the trustees may seem necessary, desirable or proper to protect, promote or conserve the interests thereof and of the beneficiaries hereunder in like manner as if the trustees were entitled to said property beneficially, and every determination of the trustees in the construction of powers or in any manner with respect of which the trustees may be empowered to act or exercise discretion hereunder, whether upon a question formally or actually raised or implied in any act or proceeding of the trustees in relation to the premises, shall be binding upon all persons interested in the trust estate and shall not be objected to or questioned on any grounds whatsoever. The said powers and discretions so vested in the trustees may be exercised at any time before actual distribution, as deemed advisable, after as well as before final vesting of any estate or interest therein. Without in anywise limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers hereby vested in the trustees I further declare that the trustees shall have and, without notice to any one or order of court, may exercise among others each and all of the powers following to be broadly construed with the trust estate:

(1) To retain in trust any property, investments or securities originally received by the trustees hereunder, and specifically to retain in trust any undivided interest in real estate so originally received by the trustees hereunder or apportioned by the trustees to the particular trust estate pursuant to the provisions of ITEM FIVE A, (12), as long as the trustees shall consider the retention thereof desirable in the interest of the trust estate; to continue the operation of any business owned by me or by a partnership of which I may be a member at my death, either alone or in conjunction with the surviving partner or partners of any such partnership, including the trustees, or with others, or to liquidate or dissolve any such business or partnership or to cause or permit the same to be incorporated, all to such extent, for such purposes, with such investment of powers

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and authority in others, and for such time as may seem advisable to the trustees; to indemnify themselves, himself, herself, itself for all expenses, costs or losses incurred in the operation of any such business out of the entire trust estate; from time to time, to invest any and all funds coming into the hands of the trustees hereunder, on any account whatsoever and forming a part of the trust estate, in such property, investments or securities (including participations in mortgages or other investments) as the trustees deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained or acquired may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment under the constitution or laws of the State of Alabama or any other state or the United States or under the rules of any court having jurisdiction, or otherwise, and whatever the location thereof; to convert real into personal property and personal into real property; to improve or cause or permit real property to be improved and to abandon, either to a beneficiary or to others, any property or rights which the trustees deem to be without substantial value or to involve hazard. The trustees shall not be liable to anyone for any loss, depreciation or decrease in value of, or failure to produce income on, or for having acquired or retained, any such property, investments or securities, or for having operated any such business.

(2) To lease, rent, grant easements over, subdivide, sell or exchange or otherwise dispose of, at private sale, and to make contracts of any character whatsoever whether in aid of or similar or dissimilar to the foregoing with respect to all or any part of the trust estate or property therein, to assign, transfer and convey any or all of the trust estate, or any property or interest therein, at such time, for such term (even though the same may extend beyond the termination of the trust), for such consideration and upon such conditions as the trustees may deem proper, and, in any case, without liability on the part of the lessee, purchaser, assignee or transferee to see to the proper application of the purchase price or other consideration; and to exercise such powers under any power or authority or in the performance of any duty, conferred or imposed on the trustees hereunder.

(3) To manage and control any shares of stock, certificates of interest, bonds or other

*Handwritten:* I have been told that the trustees are not liable for the loss of the property.

securities of any corporation, trust or association at any time subject to the trust, to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or disposition of the properties of any such corporation, trust or association and generally to participate in and become a party to any such plan, scheme or arrangement and to agree so to do by deposit with a protective or other committee or trustees or otherwise, whether or not any such plan, scheme or arrangement may have been proposed or promulgated, and to accept any securities of any denomination or description of any corporation, trust or association which may be a party to or result from any such plan, scheme or arrangement and generally to represent the trust estate and any and all meetings of the holders of any of the aforesaid securities either personally or by proxy, with or without power of substitution, and, at any such meeting, to vote upon any matter submitted thereto, ordinary or extraordinary, including the designation of any trustee, or officer thereof as a director, or other manager, of any such corporation, trust or association. To exchange, and to agree or consent to the exchange by others without participating in such exchange of, any securities of any corporation for other securities of the same corporation of a different class entitled or subject to preferential, subordinate or limited rights, regardless of the individual adverse interest of any trustee or of the fact that the trustees, as trustees hereunder or under any other trust in which any trustee may be acting, may thereby be taking or agreeing or consenting to action which might be construed as in anywise adverse or beneficial to the interests of the beneficiaries of the trusts hereby created or of any other such trust.

(4) To collect all debts and obligations at any time belonging to the trust estate and to extend time for the payment of the same in such manner, by such processes and upon such terms as the trustees may deem proper; to make any arrangements with tenants, including the reduction or other change in rentals; to compromise, or submit to arbitration, any matter in dispute, including any liability of, or chargeable against, the trust estate or any beneficiary thereof for taxes of any kind whatsoever; and to purchase and join with others in purchasing, any property which may be subject to a lien in favor of the trust estate.

(5) To hold bonds, notes and other securities in bearer form and to visit to register them; to hold stocks, bonds, notes or securities

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or property in names other than that of the trustees with a power of attorney for their transfer, or in the name of the trustees, without any indication that the securities or property are held in trust or disclosure of the fiduciary capacity of the trustees.

(6) To collect and keep account of all income from the trust estate as distinguished from the principal, distributing such income periodically as deemed advisable by the trustees, and regarding as principal the property originally constituting the trust estate, all investments and reinvestments thereof and all property received in substitution or exchange therefor or upon the sale or other disposition thereof whether the original property was, or was not, productive of income, and all dividends or other distributions received in partial or complete reorganization, recapitalization, reconstruction or liquidation of any corporation, trust or association and likewise all dividends or other distributions payable in the stock or other securities of any corporation, trust or association paying the same, except such periodical or other dividends and distributions so payable as may, in the opinion of the trustees, be received or paid in lieu of cash dividends, to set up and vary such reserves for depletion, depreciation, obsolescence, amortization, repairs, indebtedness or liabilities as the trustees may deem advisable to provide for any such contingencies, and generally to determine what receipts otherwise constitute income and principal respectively and what losses and expenses constitute charges to income and principal respectively, and in what periods account thereof should be taken, without regard to the laws of Alabama relating to the same, and to what shares or interests in and of the trust estate the same shall be allocated, all as may seem fair and reasonable in the circumstances, and to apply income to the payment of debts or taxes owing by, or chargeable against, the trust estate or secured by lien on any of its property, if deemed advisable by the trustees, but with a preservation of a charge on principal for the beneficiary of such income.

(7) Upon the death of any beneficiary hereunder who is at the time of his or her death entitled to any income from the trust estate, to pay the reasonable funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus of the share, or presumptive share, of the trust estate for or in respect of any such beneficiary then remaining in trust.

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(9) To renew or extend any indebtedness of the trust estate existing at any time; to borrow any money, from any lender, privately and without order of court, which the trustees may deem advisable for the protection or proper administration of the trust estate or for the exercise of powers hereunder; as trustees to mortgage, pledge or otherwise hypothecate any of the trust property for the purpose of securing any loans, advances by the trustees or other obligations; from time to time to advance money to the trust estate from the private funds of the trustees or from the funds of any other trust administered by any trustee for any purpose or purposes authorized by the trust, and to apply any funds of the trust estate to reimbursement for any moneys so advanced and interest thereon.

(10) To pay all expenses or expenditures deemed by the trustees to be reasonably necessary or desirable to be incurred or made in the administration or for the benefit of the trust or for the protection or care of the trust property including interest, taxes, insurance premiums in respect of insurance on any property or activity of the trustees and compensation to the trustees and to such attorneys or agents as the trustees may consider necessary or desirable to employ in such administration or for such care or protection.

(11) In making any apportionment or distribution of principal or income of the trust estate, or any share or shares thereof, whether partial or final, under the provisions herein contained or for any other purpose, to determine when-  
ever necessary the total value of the trust estate and of any share or shares thereof and to select the item or items of property to be paid over and distributed to the party or parties from time to time, respectively entitled thereto, all without securing from any court any valuation or determination of valuation or direction as to specific items of property to be paid over or distributed.

(12) To appropriate to the trust estate or any share thereof, or designate for division into shares, or to remain without division into shares or without designation to indicate any such division or appropriation, all or any property to which from time to time the trustees may be entitled as trustees of the trust estate and of any other trust and so that unless otherwise indicated by the trustees, the property from time to time held by the trustees shall be deemed proportionately allocable to each of the trust estates hereunder; and to receive from my executors all or any part of my residuary estate transferred for inclusion in the trust estate or part thereof, subject to such charges thereon for taxes or other liabilities, including charges for liabilities paid out of income, as may be acceptable to the trustees.

(13) To fix and to change fiscal periods according to which records may be kept, amounts of income and deductions determined and returns of income prepared and filed, and to determine what adjustments should be made on account of any such changes.

(14) From time to time and prior to distribution, but within a time permitted by law, to assign and transfer, or to join with others in assigning or transferring to one or more voting trustee or trustees, who may be or include one of the trustees himself, herself, itself, all or any of the shares of stock comprising a part of the trust estate in any corporation in which the relative voting power of the trust estate is, in the opinion of the trustees substantial, and which may be then or thereafter distributable, to select the voting trustee or trustees, and to declare and consent to the trusts, the term and the other conditions and provisions, for, upon and subject to which any such shares of stock shall be held.

B. Subject only to the limitations and conditions hereinafter expressly provided, I hereby confer upon the trustees of the Bertha Huddleston Trust created by ITEM THREE of this will each and all of the powers, authorities, and immunities which by ITEM FIVE A of this will are conferred upon the trustees of each trust created by ITEM FOUR hereof. Such limitations and conditions to which the powers conferred upon the trustees of the said Bertha Huddleston Trust are hereby expressly made subject are as follows: (1) The trustees of the said Bertha Huddleston Trust shall distribute to her currently, as income thereof, all amounts

*Handwritten signature/initials*

which constitute "income from the corpus of the trust", within the meaning of that phrase as the same is used in Section 812(e)(1)(F) of the United States Internal Revenue Code; (2) ITEM FIVE A(11) and ITEM FIVE A(12) have no application to the trust created by ITEM THREE of this will, until and if the properties thereof are distributed to the trustees of the trusts created by ITEM FOUR hereof, and in the meantime accordingly are not conferred upon the trustees of the trusts created by ITEM THREE; (3) In addition to the powers conferred by the foregoing provisions of ITEM FIVE A, the trustees of the Bertha Huddleston Trust shall have and, without notice to any one or order of court, may exercise the following power, viz:

Whenever and as often as, in the opinion of the corporate trustee, the income from the trust estate or any share or shares thereof is insufficient for the purposes hereinafter defined, to advance to my wife so much of the corpus or principal of the trust estate as the corporate trustee may deem necessary to provide her with the necessities of life. Neither any such advance to my wife nor any corpus so utilized for her benefit shall be deemed to constitute a debt of my wife or of her estate;

and, (4) In all respects the powers, authorities and immunities hereby conferred upon the trustees of said Bertha Huddleston Trust created under ITEM THREE of this will, shall be so construed and given effect as to comply with the requirements now or hereafter imposed by or under said Section 812(e) of the United States Internal Revenue Code as a condition to the allowance of the marital deduction.

#### ITEM SIX

No trustee shall be required to pay any interest on any money in his, her or its custody while awaiting distribution or investment under the terms hereof. All trustees shall be entitled to reimbursement for all necessary or proper expenses incurred in the administration and protection of any trust hereby created or part thereof to be paid out of any funds in their hands. The trustees shall be entitled to compensation for their services hereunder in an amount equal to 2% of all moneys paid out by them. All trustees may receive reasonable compensation for special services, and any trustee

*Bertha Huddleston*

may serve and be paid as director or officer of or in any other capacity for any corporation, trust or association in which any trust or trust estate may be interested. No trustee shall be liable for any error of judgment or law in administering the trusts hereof, or for the acts of any co-trustee or for any acts of omission or commission or otherwise except for the wilful disregard of duty. The trustees, and any of them, may act by agents or attorneys and shall not be responsible for the acts of omission or negligence of any of them but shall be held only to the exercise of reasonable care in selecting, retaining and discharging them. No trustee hereunder shall be chargeable with notice of facts known to a co-trustee until notice in writing of such facts is given to her, him or it by such co-trustee or by another interested in the trusts hereof.

ITEM SEVEN

I direct that no person or persons dealing with my executor or executors or trustee or trustees shall be under any duty to notice or inquire into his, her, its or their power or authority to do any act done or requested to be done in the performance of his, her, its or their duties hereunder, nor shall any such person be under any liability to see to the proper application or disposition of the purchase price of any property sold by him, her, it or them or to see to the proper disposition of any money or property lent or delivered to him, her, it or them respectively. I further direct that no person who, under the provisions of my will, shall qualify as trustee of any trust herein created shall be required to give any bond for the faithful performance of any duties, or make or file any inventory, appraisement or accounting in any court. Annual reports, however, shall be furnished to all beneficiaries, if requested.

ITEM EIGHT

In the event either of my said sons, George Huddleston, Jr. or John Huddleston, fails to qualify, or dies, or resigns, or becomes incapable of acting as trustee, the surviving son shall thereafter be and thereafter remain the sole trustee of all the trusts hereby created. In the event both of my said sons die, or fail to qualify, or resign or become incapable of acting as trustee,

*George Huddleston, Jr.*

tees, I empower and direct my said wife and all of my then surviving children to designate the successor trustee or trustees, who thereafter shall be trustee or trustees of all the trusts hereby created. In any such case, the successor trustee or trustees so designated shall have and may exercise all the powers, authorities and immunities hereby conferred on my said sons as co-trustees.

ITEM NINE

I hereby nominate, constitute and appoint my said sons George Huddleston, Jr. and John Huddleston, as the executors of this my will. In the event either of my said sons predeceases me or fails to qualify, or after qualifying dies, resigns or becomes incapable of acting, I hereby nominate, constitute and appoint as sole executor, the surviving son. Should both my said sons die, or fail to qualify, or resign, or become incapable of acting, I hereby empower and direct my said wife and all of my then surviving children to designate the successor executor or executors, who thereafter shall be the executor or executors of this my will.

A. I direct that neither the executors hereby originally named, nor any successor executor or executrix shall be required to make any bond or appraisal or file any inventory or accounting in any court.

B. My executors or executor shall have and may exercise in the administration of my estate every power, authority and immunity (specifically including the power to sell, whether for purposes of administration, of reinvestment or of distribution) which is conferred by ITEM FIVE of this will.

C. I direct my executors or executor to treat the devises and bequests made by ITEM THREE of this will as taking effect from and after the date of my death; and I desire that my said wife shall be entitled to the benefits accruing to the owner of the properties devised and bequeathed by ITEM THREE of this will effective from and after the date of my death. Accordingly, it is my will and I hereby direct that my executors or executor from time to time acting as such hereunder, in the event my said wife survives me, shall distribute to the trustees of the Bertha Huddleston Trust

*George Huddleston*

created by ITEM THREE of this will, all of the properties, claims and demands devised and bequeathed to them moreunder as promptly after my death as may be reasonably consistent with the orderly administration of my estate; and, pending the distribution of said properties, claims and demands to said trustees, I direct my executors or executor, at periodic intervals and not less often than annually, to distribute direct to my said wife all the income derived therefrom.

*Bertha Huddleston*

D. Subject to the qualifications hereinafter expressly set forth, in the event my wife survives me, my executor or executors shall have and may exercise the power to select out of my estate such properties (real, personal or mixed, including choses in action and money) to be distributed to the trustees of the Bertha Huddleston Trust, in satisfaction of the devises and bequests to them made by ITEM THREE of this will, as my executor or executors may deem suitable; and my executor or executors to such end, is authorized in their, his or its discretion from time to time to distribute to the trustees of the Bertha Huddleston Trust, as such devisees and legatees, an undivided interest in a particular asset or group of assets in my estate. My executor or executors may effectively distribute and convey any real estate or interest therein to the trustees of the Bertha Huddleston Trust by executing a deed thereto in their capacity as executors of this will, and delivering said deed to such trustees. The foregoing is, however, subject to the following express limitation and condition, viz: Should my estate contain any asset or assets which could be considered an unidentified asset or unidentified assets as those terms are used in subparagraph C of Section 812(e)(1) of the United States Internal Revenue Code, as amended, I direct my executors or executor not to pay over or distribute any such asset or assets or the proceeds of any such asset or assets to the trustees of said Bertha Huddleston Trust as devisees and legatees under ITEM THREE of this will; and I further direct my said executors or executor to include in the properties herein devised and bequeathed to said trustees of the Bertha Huddleston Trust, under ITEM THREE of this will, only such properties (including choses in action and money) as do not constitute an unidentified asset or unidentified assets as such terms are used in said Section 812(e)(1)C of said Internal Revenue Code. No such unidentified asset or assets may be used in satisfying any devise or bequest made by ITEM THREE of this will.

E. The executors or executor shall be compensated for services as such in the manner provided with respect to my trustees by ITEM SEVEN.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this, the 6 day of Sept. 1950, and have signed my name on each of the seven-teen preceding pages along the margin thereof, here- by declaring the instrument contained on this and the seventeen preceding pages to be my last will and testament.

George Huddleston

The foregoing was signed, sealed, pub- lished and declared by GEORGE HUDDLESTON to be 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 sig- natures as attesting witnesses on the day the said instrument bears date.

NAMES

ADDRESS AT DATE  
OF ATTESTATION

Tom Monaghan  
Chas. Bradley  
Angie Arant

Trussell, Ala  
Birmingham, Ala  
Birmingham, Alabama

CERTIFICATE TO THE PROBATE OF WILL Vol. 150 pg 84

THE STATE OF ALABAMA,  
JEFFERSON COUNTY.

I, J. Paul Meeks, Judge of the Court of Probate, in and for said

State and County, do hereby certify that the foregoing instrument of writing in 8 this day, in said Court, and before me as

the facts thereof, been duly proven by the proper testimony to be the genuine last Will and Testament of George Huddleston, a/k/a  
George Huddleston, Sr. a Deceased and that said Will

together with the record thereof have been recorded in my office in Book of Wills, Vol. 150 pg 66-84  
In witness of which I have hereunto set my hand, and the seal of the said Court, this the 13th day of March, 19 60.

J. Paul Meeks, Judge of Probate

**PROBATE COURT**

I, ~~XXXXXXXXXXXXXXXXXXXX~~ 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

Last Will and Testament of George Huddleston, Deceased, together with  
the Certificate to the Probate thereof

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1967 MAR 10 AM 9:39  
U.C.C. FILE NUMBER OR  
REC. EX. & PAGE AS SHOWN ABOVE  
Cone: 89-3-113-  
JUDGE OF PROBATE

XXXXXXXXXXXXXXXXXXXX

132 \_\_\_\_\_  
has the same appears on file and of record, in this office.

Given under my hand and seal of said Court, this

the 7th day of February, 1967

Paul M. L.  
Judge of Probate

XXXXXXXXXXXXXXXXXXXX

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