

Last Will and Testament

STATE OF ALABAMA, }

SHELBY COUNTY. }

I, WILLIAM EDWARD HAYES, a resident of Shelby County, State of Alabama, being of sound mind and disposing memory, do hereby make and publish this, my Last Will and Testament, hereby revoking any and all former Wills and Codicils made by me.

ITEM ONE: I give and bequeath all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, and all other property, real, personal or mixed, which I may own at the time of my death or to which I may be entitled at or after my death, to my beloved wife, MABEL LOUISE (MIMO) HAYES, to be hers, absolutely, if she be living at the time of my death.

ITEM TWO: In the event that my wife be dead at the time of my death then and in that event I give, bequeath and devise all of the property described in Item One hereof unto the Birmingham Trust National Bank of Birmingham, Alabama, (and to 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 trustee, in trust nevertheless, for the uses and purposes, upon the terms and conditions and with the powers and duties hereinafter stated.

1. Upon my death after the death of my said wife, the trustee shall apportion the trust estate coming into its hands at that time into so many equal parts that there will be one share set aside for my wife's sister, GRACE HAYS DAVIS, and one share set aside for my mother, MRS. GERTRUDE HAYES, of Ft. Lauderdale, Florida.

2. The trustee shall hold the share of such trust estate set aside for my sister-in-law, GRACE HAYS DAVIS, in trust for her for and during her lifetime. During the continuation of this trust, the trustee shall pay to my said sister-in-law the sum of One Hundred Dollars (\$100) per month from the income and/or principal of said trust fund. Any part of the income not so used shall be accumulated and added to the principal of said trust being in all respects thereafter treated as a part of said trust. In the event that circumstances

Filed in office this the _____ day of _____, 19____
for Probate and Record.

J. _____
Judge of Probate

should arise which would make it urgent that my said sister-in-law shall receive additional payment or payments to meet the expenses of dire need or illnesses then my trustee may make such advances in its sole and unqualified discretion and judgment. It being my wish that any advances in excess of the amount of One Hundred Dollars (\$100) per month shall be made very sparingly and only to meet emergency expenses.

Upon the death of my said sister-in-law or in the event that she be dead at the time of my death, after the death of my said wife, then the share of my estate set aside for her shall be paid, conveyed and delivered over to The Authors Guild Fund, The Authors Guild, Inc., of New York, New York, to be the property of said organization without any limitation whatsoever.

3. The share of said trust estate set aside for my mother, MRS. GERTRUDE HAYES, shall be held in trust for and during her lifetime during which time the net income from said share shall be paid to her in convenient installments. In the event that the income is not adequate to pay one-half of the expenses for the maintenance and support of my said mother then the trustee is authorized and directed to use so much of the principal of said trust as may be needed to supplement the income therefrom to furnish the amount so required. (It is my agreement with my brother, ROBERT E. HAYES, that he shall furnish an amount, equal to one-half of the expenses for the maintenance and support of my said mother).

Upon the death of my mother or in the event that she be dead at the time of my death, after the death of my said wife, then in that event the share that would be otherwise set aside in trust for my said mother shall be paid, conveyed and delivered over to my brother, ROBERT E. HAYES, of Ft. Lauderdale, Florida, to be his absolutely without any limitation whatsoever.

4. In making any apportionment and/or distribution of principal as herein contemplated, my trustee is authorized to determine the total value of my estate and to make selection of the items of property to be paid over and distributed to the party or parties entitled thereto with reference to the share of the trust estate to which such party or parties may be entitled, without securing any valuation or determination of valuation or direction as to specific items of property to be paid over and distributed from any court; it being my intention

William Andrew Hayes

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that my trustee shall use its sole judgment and discretion in any such determination, without liability to anyone on account of the exercise of such judgment and discretion.

5. When the final payment has been made from the corpus or principal of the trust estate, in accordance with the provisions of this will, this trust shall terminate and the trustee shall forthwith stand discharged.

6. Whenever in this instrument the word "trustee" or "trustees" is used, it is my intention that this word shall be construed either as singular or plural, whichever is proper in accordance with the context.

ITEM THREE: POWERS OF TRUSTEE.

1. The trustee shall hold and manage the property constituting the trust estate and such other property as it may subsequently acquire for said trust estate pursuant to the power and authority herein given to it, with full power to compromise, adjust and settle in its discretion any claim in favor of or against said trust estate, to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the possible termination of this trust estate or for a less period, to improve, encumber, borrow on the security of, or otherwise dispose of, all or any portion of said trust estate, in such manner and upon such terms and conditions as said trustee may approve, to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, bonds, stocks, mortgages, common trust funds, securities, or other property, real or personal, as to said trustee may seem suitable, to change investments and to make new investments from time to time as to said trustee may seem necessary or desirable.

It is my desire and I hereby direct that in the event my wife shall predecease me then at my death thereafter the trustee shall sell my home including the personal property and effects used in and about said home and reinvest the same as herein provided.

The trustee may continue to hold any property or securities originally received by it as a part of said trust estate, including any stock or interest in any family corporation, partnership or enterprise, so long as it shall consider the retention thereof for the best interests of said trust estate, regardless of whether such property or securities are in law a proper investment

William Lawrence D. Case

of trust funds. In the disposition of any property constituting a part of said trust estate the trustee may acquire other property which is not a proper investment of trust funds in accordance with law where such course is in its opinion for the best interests of said trust estate. The trustee shall have power to determine whether any money or property coming into its hands shall be treated as a part of the principal of said trust estate or a part of the income therefrom, and to apportion between such principal and income any loss or expenditure in connection with said trust estate as to it may seem just and equitable.

The powers of the trustee set out in Paragraph (1) hereof shall apply, with respect to the powers of the trustee, in the administration of each and every trust hereunder created.

2. Upon the death of any beneficiary hereunder who is at the time of her death entitled to any income from the trust estate, the trustee may be authorized to pay the funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus or principal share from which a portion of the income derived has been payable to any such beneficiary.

3. The trustee shall have power and authority at any time or from time to time to advance money to the trust estate from its funds for the purpose or purposes of the trust, and may reimburse itself for money advanced and reasonable interest thereon from the trust estate or from any funds belonging to the trust estate thereafter coming into its custody from any source.

4. The Birmingham Trust National Bank of Birmingham, as trustee hereunder, shall be entitled to receive reasonable compensation for its services hereunder, to be paid out of the income from said trust estate.

5. The trustee shall pay from and out of the income of the trust estate any and all expenses reasonably necessary for the administration of the trust, including interest, taxes, insurance, public liability insurance and compensation to the trustee, as well as any other expenses incurred for the benefit of the trust estate, and in the event the income from the trust estate is insufficient for the purpose of paying such expenses, the same may be paid from the corpus of the trust estate.

6. The trustee shall not be required to pay any interest on any money in its custody while awaiting distribution and investment under the terms hereof,

even though the money be commingled with its own funds, provided it shall keep a separate account of the same on its books.

7. As to the net income which by any of the provisions of this will may be payable to any beneficiary of me, she shall have no right or power either directly or indirectly to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of same, or of any part thereof, until same shall have been actually paid in hand to her by the trustee. Nor shall such income, nor the principal or corpus of said trust estate, nor any part of, or interest in said trust estate be liable for or to any extent subject to any debts, claims or obligations of any kind or nature whatsoever, or to any legal process in aid thereof, contracted or incurred by or for any such beneficiary, before or after my death.

ITEM FOUR: I hereby nominate and appoint The Birmingham Trust National Bank of Birmingham (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 executor of this my last will and testament, and I direct that my said executor shall not be required to give bond or to file an inventory or appraisal of my estate in any court, though it shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I hereby vest in my said executor the same full powers of management, control and disposition of my estate herein given to the trustee under Item Three hereof, and I direct that in the exercise of such powers it shall be free from the control and supervision of the Probate Court, or any other court. The Birmingham Trust National Bank of Birmingham shall receive as compensation for its services as executor the fees allowed by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of September, 1964.

William Edward Rogers (SEAL)

We, the undersigned, hereby certify that the above named testator subscribed his name to the foregoing instrument in our presence, and published and declared the same to be his last will and testament, and we, at the same time, at his

request, in his presence and in the presence of each other, have herunto signed
our names as subscribing witnesses.

Evelyn Taylor

Bernice Hatkins

A. Ray Foster

CERTIFICATE TO THE PROBATE OF WILL

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 ha S 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 William Edward Hayes, Deceased and that said Will_____

together with the proof thereof have been recorded in my office in Judicial Record, Vol. _____ Page _____

in witness of all which I have hereto set my hand, and the seal of the said Court, this date June 23, 1967.

Form No. 98

J. Paul Meeks, Judge of Probate

THE STATE OF ALABAMA,
JEFFERSON COUNTY.

PROBATE COURT

Meeks, Judge

I, J. Paul/

~~XXXXXXXXXXXX~~

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 William Edward Hayes, deceased, together with the certificate to the
probate thereof

~~XXXXXXXXXXXX~~
in the matter of

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
JUL 20 AM 9:19
U.C. FILE NUMBER
PAGE AS SHOWN ON
Certificate of J. Paul Meeks
JUDGE OF PROBATE

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

Given under my hand and seal of said Court, this

the 18th day of July, 1967

J. Paul Meeks

Judge of Probate ~~XXXXXXXXXXXX~~