

STATE OF ALABAMA,
JEFFERSON COUNTY.

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Shelby Cnty Judge of Probate, AL
08/07/1978 12:00:00 AM FILED/CERT

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I, W. F. Bush, Jr., a resident of Jefferson County, State of Alabama, being of sound mind and disposing memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other wills and codicils thereto heretofore made by me.

ITEM ONE: I give and bequeath all of my wearing apparel, jewelry, currency on hand or in my safe deposit box, books, pictures, automobiles, and all other objects of my personal use, together with any insurance thereon, all club memberships and stadium certificates, to my wife, Arvillee F. Bush, absolutely, if she survives me, and if not, to my daughter, Barbara Camille Richardson, or her descendants, per stirpes. I make no disposition of the household furniture, furnishings and automobile used in and about our home inasmuch as these items are the property of my wife. I hereby vest in my executrix full power and authority to determine what objects of property are included in the foregoing descriptions.

ITEM TWO: All of the rest, residue and remainder of my property, of whatever kind and character and wherever situated, shall be disposed of by my executrix as hereinafter provided:

(a) If my wife survives me, my executrix shall, as soon as practicable after my death, divide said property constituting the residue of my estate into two shares, one of which shall be referred to as the Marital Share and the other as the Family Share.

The Marital Share shall consist of that percentage of said property, including any undivided interests in property which my executrix may allocate to it, having a value equivalent to the amount which, when added to the value of all other property or interests in property passing to my wife which are taxable as a part of my estate and which qualify for the marital deduction, equals one-half of the value of my adjusted gross estate, as calculated for estate tax purposes under the provisions of the Internal Revenue Code, as amended. Said share shall be held or disposed of in accordance with the provisions of Item Three hereof.

The Family Share shall consist of the remainder of said residue of my estate. Said share, after deducting therefrom any estate or other

Filed in Shelby County
day of July, 1978
for Probate and Record.

Oh. Lawrence
Judge of Probate

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Barbara Camille Richardson
609 Bahia Lane

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W. F. Bush, Jr.



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special tax levied against my estate by reason of my death, shall be held or disposed of in accordance with the provisions of Item Four hereof.

In making division of the property constituting said residue of my estate between said two shares, my executrix shall calculate the percentage of said residue allocable to the two shares under the foregoing provisions hereof on the basis of the value of said residue as finally determined for estate tax purposes, and shall apply said percentage to the value of the property constituting said residue as of the date of actual division thereof.

(b) If my wife does not survive me, then the entire residue of my estate shall constitute the Family Share and shall be held or disposed of in accordance with the provisions of Item Four hereof.

ITEM THREE: The Marital Share shall be transferred and paid over to my wife, to be hers absolutely.

ITEM FOUR: The Family Share, hereinafter referred to as the Family Trust, shall be transferred and paid over to my trustee who shall hold the same in trust for the uses and purposes as hereinafter provided:

(a) The trustee shall, during the lifetime of my wife, pay to her the entire net income in convenient installments. If at any time during such period the net income from said trust is insufficient, in the opinion of the trustee, for the maintenance and support of my wife, taking into account other resources available to her and known to the trustee, the trustee shall pay to her such additional sum or sums out of the principal of said trust as the trustee may deem necessary or desirable.

(b) Upon the death of my wife, or upon my death if she shall not survive me, the trustee shall transfer and pay over all assets remaining in the trust to my daughter, Barbara Camille Richardson, if living, and if not, to her descendants, per stirpes.

(c) If my daughter shall die prior to the distribution of the trust assets, the trustee shall transfer and pay over said property to her descendants in such manner and proportions as she may by last will and testament appoint and direct, making specific reference to this limited power of appointment hereby granted. The trustee shall transfer and pay over any unappointed portion of said property to her then living descendants, per stirpes.

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If my daughter is not survived by descendants, the trustee shall transfer and pay over the property of said trust to such persons as would be entitled to inherit the property constituting said trust and in the proportions in which they would be entitled to inherit the same from me, under the laws of Alabama then in force, had I died at said time, a resident of Alabama, intestate and owned said property.

(d) If any share of this trust becomes distributable, other than by exercise of a power of appointment granted hereunder, to a descendant who is under the age of twenty-one years, then though his or her share shall be vested in him or her, the trustee shall continue to hold the same in trust with all of the powers and authority given with respect to other trust property held hereunder, until he or she shall attain the age of twenty-one years, using and applying for his or her support, education and maintenance such part of the income and principal of such share as the trustee deems necessary or desirable for said purposes, accumulating and adding to principal any income not so used.

ITEM FIVE: The trustee shall hold and manage the said trust and all shares thereof, with all of the powers and authority she would have if she were the absolute owner thereof, including but not limited to the following powers:

1. To collect the income therefrom.
2. To compromise, adjust and settle in her discretion any claim in favor of or against the trust.
3. To hold any property or securities originally received by her as a part of the trust or to which she becomes entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, including any stock or interest in any family corporation, partnership or enterprise, so long as she shall consider the retention for the best interests of the trust.
4. To sell, auction, convey, exchange, lease or rent for a period beyond the possible termination of the trust (or for a less period) for improvement or otherwise, or to grant options for or in connection with such purposes, or otherwise dispose of, all or any portion of the trust, in such manner and upon such terms and conditions as the trustee may approve.
5. To invest and reinvest the trust 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, or to purchase options for such purposes, or to exercise options, rights, or warrants, to purchase securities or other property, as to the trustee may seem suitable, provided, however, that the trustee is authorized to

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make temporary investments in interest bearing securities and notes, and to purchase and sell fractional shares and subscription rights to which the trust may become entitled.

6. To hold, retain or acquire property or securities which in her opinion is for the best interests of the trust, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.

7. To vote any corporate stock held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting.

8. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation or otherwise and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to appoint 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.

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

10. 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 of such real estate or which the trustee deems 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 deems necessary or desirable in such operations of farms and woodlands.

11. 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 deems necessary or desirable.

12. To borrow money for such time and upon such terms as the trustee sees fit, without security or on mortgage of any real

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W. F. D. Smith, Jr.

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estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

13. To advance money to any trust for any purpose of the trust, and the trustee shall reimburse herself for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.

14. To hold money in her custody while awaiting distribution or investment under the terms hereof, even though such money be commingled with her funds (in which case the trustee shall keep a separate account of the same on her books), and the trustee shall not be required to pay interest thereon.

15. To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

16. To hold property or securities in bearer form, in the name of the trustee, or in the name of her nominee, without disclosing any fiduciary relation.

17. To keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustee deems necessary or desirable.

18. To determine whether any money or property coming into her hands shall be treated as 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 as the trustee may deem just and equitable.

19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.

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.

ITEM SIX: It is my intention that, if my wife survives me, my estate shall become entitled to the Marital deduction provided for by the United States Internal Revenue Code, as amended to the date of my death, with respect to the value of the Marital Share. Accordingly, the Marital Share shall be a separate share for the sole benefit of my wife and shall be set aside and treated as such, effective from my death. It shall not include, and my executrix shall not allocate to it, if avoidable, any property with respect to which no marital deduction would be allowed under the terms of said Internal Revenue Code, as so amended.

My executrix and trustee, regardless of any adverse interest, shall construe all provisions of my will which may require construction in order



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M. J. B. W. Jr.



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that my estate may become and remain entitled to said marital deduction, and she is hereby authorized to adopt, agree to or acquiesce in, such construction thereof as she may from time to time deem necessary or advisable in order that such deduction may be obtained for my estate.

ITEM SEVEN: I direct that all estate or other special tax levied against my estate by reason of my death shall be paid by my executrix 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 Share or property otherwise qualifying for the marital deduction for federal estate tax purposes.

ITEM EIGHT: If my executrix elects to claim as a deduction for income tax purposes any payment made out of the principal of my estate, (a) no adjustment shall be made between principal and income, (b) the value of my estate for the purpose of computing the Marital Share shall not be reduced by the amount of such payments, and (c) no part of such payments shall be chargeable against the Marital Share.

ITEM NINE: 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. However, if any proceeds of a qualified pension or profit sharing plan are received by my trustee, said proceeds shall not be used to pay any estate, inheritance or other tax, any claims or debts, or to satisfy any other obligation of my estate.

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

(a) Any payment of income or discretionary payment of principal authorized hereunder to or for any beneficiary may, in the discretion of the trustee, be made to any person or organization (including the beneficiary or anyone having custody of him or her), who shall apply such payment for the use and benefit of the beneficiary as provided for hereunder.

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(b) Upon making any payment or transfer hereunder, the executrix 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.

(c) Wherever words such as "trustee", "trustees", "executor", "executrix" or "executors" are used, they shall be construed either as singular or plural, masculine or feminine, whichever is proper in accordance with the context.

(d) Any adopted person, including any person adopted by me, shall be considered as having been born to his or her adoptive parents, and his or her descendants considered as being descendants of such adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this will.

ITEM ELEVEN: I hereby designate and appoint my daughter, Barbara Camille Richardson, as executrix and trustee hereunder. My daughter shall have the right at any time to appoint a corporate executor or trustee. If a corporate executor or trustee is appointed, it shall have a net worth of not less than Ten Million Dollars (\$10,000,000.00). If my daughter shall deem it advisable, she may vest full authority for the management and control in the appointed executor or trustee or she may continue to serve as co-executor or co-trustee with the appointee.

If my daughter should fail or cease to serve as executrix or trustee without having previously appointed a corporate executor or trustee, then I hereby designate and appoint Birmingham Trust National 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 executor and/or trustee, as the case may be. Any successor executor or trustee shall have all the rights, powers, duties and exemptions as are herein given to the original.

I direct that my executrix and trustee shall not be required to give bond or to file an inventory or appraisal of my estate or of any trust or share thereof in any court, though she shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time;



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and I direct that she shall be free from the control and supervision of any court. I hereby vest in my executrix the same full powers of management, control and disposition of my estate as are given to the trustee under Item Five with respect to the trust hereunder. My daughter shall not receive compensation for her services as executrix and trustee. Any successor executor and/or trustee hereunder shall be entitled to reasonable compensation for its services.

ITEM TWELVE: In the event that my wife and I shall die under any circumstances creating any doubts as to which of us survived the other, my wife shall be presumed to have survived me for all purposes under this will.

ITEM THIRTEEN: The provisions herein made for my wife are in lieu of dower and any and all other rights in my estate, statutory or otherwise.

ITEM FOURTEEN: If at any time there be a corporate trustee serving either alone or with a natural trustee, I hereby expressly provide that my wife, during her lifetime, or after her death, the guardian or a minor income beneficiary, may at any time terminate the appoint of said corporate trustee and appoint any new corporate trustee he or she may select, whose capital stock and surplus combined shall not be less than Ten Million Dollars (\$10,000,000.00), provided, however, that if he or she elects so to do, he or she must notify said corporate trustee of such wishes by a writing delivered to said corporate trustee at least sixty (60) days before the appointment of the successor corporate trustee shall take effect. Said writing shall bear the same formality as a conveyance of real estate, to be recorded in the public records of Jefferson County, Alabama, and shall designate therein a substitute corporate trustee which shall have the same rights, powers and duties thereafter as is herein prescribed with regard to the first corporate trustee. After receipt of said notice, the first corporate trustee shall deliver over to the substituted corporate trustee all trust property remaining in its possession belonging to said trust, after first deducting therefrom all fees and charges to which it is entitled, including the fee for its services as herein prescribed. The first corporate trustee shall execute all instruments necessary to pass title from itself as corporate trustee to the substituted corporate trustee. Upon the completion of said transfer in accordance with provisions hereof,

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M. F. B. W. B. J.

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the first corporate trustee shall forthwith stand discharged. Similar subsequent changes in the corporate trustee may be made by my wife, during her lifetime, or after her death, by the guardian of a minor income beneficiary, under the same conditions and following the same procedure as hereinabove described.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of May, 1976.

W. F. Butch, Jr. (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 hereunto signed our names as subscribing witnesses.

Gene M. Allen
Witness

B. L. Ham, Ala.
Address

Hudson K. ...
Witness

B. L. Ham, Ala.
Address

Camela ...
Witness

B. L. Ham, Ala.
Address



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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama

JEFFERSON COUNTY

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

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 W. F. Bush, Jr. Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume 564, Page 805-815.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date July 17, 1978.

PROBATE-98

O. H. Florence, Judge of Probate.

IN THE MATTER OF THE ESTATE OF

W. F. BUSH, JR.,

Deceased

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

JULY TERM 1978

CASE NO. 93727

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

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This day came Barbara Camille Richardson and filed
a petition in writing, under oath, therewith producing and filing in this court an instrument of writing pur-
porting to be the last will and testament of W. F. Bush, Jr.
deceased, bearing date the 10th day of May, 1976
and attested by Gene M. Sellers, C. Judson Carlisle and Pamela Amos
and praying that the same be probated as provided by law; that petitioner
is the daughter of said deceased, and is
widow and
named in said will as execut rix thereof; and that the next of kin of said deceased are as follows,
to-wit: Arvillee F. Bush, widow, Hueytown, Alabama and Barbara Camille
Richardson, daughter, Bessemer, Alabama,

each of whom is over nineteen years of age.

Arvillee F. Bush

And thereupon comes ~~Arvillee F. Bush~~ expressly waiving all notice of the
petition to probate said will and consenting that the same be probated at once, and the court having as-
certained by sufficient evidence that the signature _____ affixed to said waiver _____ of notice and
acceptance _____ of service is the genuine signature _____ of said ~~next of kin~~ widow;
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 instrument is the genuine last will and testament of said deceased, and that such instrument should
be probated as the last will and testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the court that said instrument be duly admitted to
probate as the last will and testament of said W. F. Bush, 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, July 17, 1978



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O. H. Flowers
Judge of Probate

IN THE MATTER OF THE ESTATE OF

W. F. Bush, Jr.

Deceased



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IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

July

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CASE NO.

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LETTERS TESTAMENTARY

BE IT REMEMBERED AND MADE KNOWN TO ALL WHOM IT MAY CONCERN:

That the will of the above-named deceased having been duly admitted to record in said County, Letters Testamentary are hereby granted to Barbara Camille Richardson

Execut rix named in said will, who ha s complied with the requisitions of law and who is authorized to take upon herself the execution of such will.

Witness my hand this date, July 17, 1978

O. H. Florence
O. H. FLORENCE,
Judge of Probate

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

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

Chief Clerk

The State of Alabama
JEFFERSON COUNTY



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PROBATE COURT

I, Peggy A. Gober, 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
Last Will and Testament of W. F. Bush, Jr., deceased, together with
the Certificate to probate thereof; Order on Filing and Probating
Last Will and Testament; Letters Testamentary

In the matter of The Estate of W. F. Bush, Jr., deceased

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED

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

Thomas A. Snowdon, Jr.
JUDGE OF PROBATE
Given under my hand and seal of said Court, this

the 4th day of August, 19 78

Peggy A. Gober

Chief Clerk