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Shelby Cnty Judge of Probate AL
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LAST WILL AND TESTAMENT OF WILMA N. SCOTT

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I, WILMA N. SCOTT, a resident citizen of Shelby County, Alabama, do make, publish and declare this to be my Last Will and Testament; hereby revoking any and all wills and testaments by me at any time heretofore made.

ITEM ONE: I direct that my Executor pay from my estate all my just debts, including expenses of my last illness, funeral and burial, as soon after my death as is convenient.

ITEM TWO: I give and bequeath to my brother, Terrell Nickerson, if he survives me, the sum of One Thousand (\$1,000) Dollars, to be paid to him by my Executor as soon after my death as is convenient.

ITEM THREE: I give and bequeath to the Ellitsville Presbyterian Church in Shelby County, Alabama, the sum of One Thousand (\$1,000) Dollars to be used by the Elders or officers of such Church for the maintenance and care of the Church's cemetery under such conditions as my Executor may prescribe. I authorize and direct my Executor to determine the corporate entity, person or persons to whom this bequest shall be paid and the provisions and conditions to be imposed upon the management and use of the proceeds of the bequest for the care of the cemetery in which is located my family (Nickerson) burial plot. The decision of my said Executor in the respect aforesaid shall be final and conclusive.

ITEM FOUR: It is my desire to give to each of my three grandchildren certain specific items of personalty as hereinafter stated but it is my further intent and desire to avoid the necessity of the appointment of a guardian or guardian ad litem for them, or any of them, in order to properly administer my estate. I therefore give and bequeath to each of my said grandchildren, respectively, if

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Filed in office this 11th day of Jan., 1980 for Probate and Record

H. H. Hoance
Judge of Probate

she or he is over 21 years of age, the articles as hereinafter respectively stated:

(a) To my granddaughter, Rebecca Erwin Lathem, the diamond engagement ring and diamond bracelet which my deceased husband, George L. Scott, Jr. gave to me and my sterling sherbert dishes and vegetable bowl.

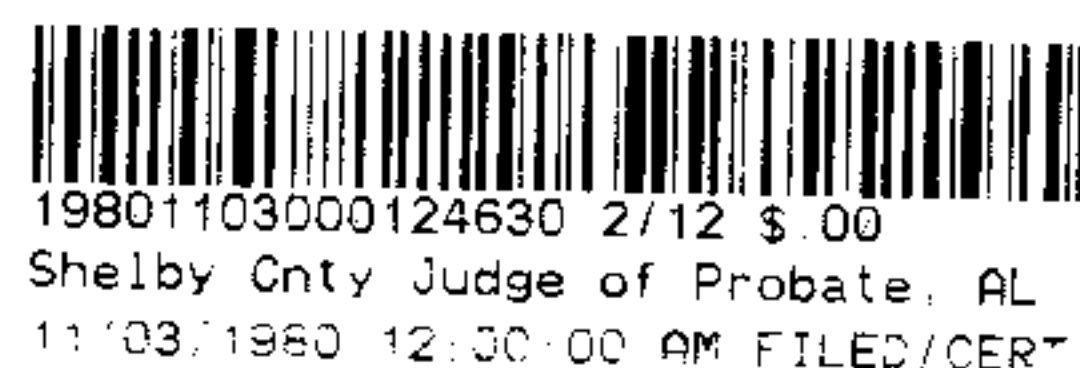
(b) To my granddaughter, Margaret Morris Lathem, the diamond ring which my deceased husband, Edward Morris Lathem, gave to me and bracelet with heart and pear shaped diamond, platinum-diamond brooch, sterling pitcher and goblets and sterling platter.

(c) To my grandson, Donald N. Lathem, Jr., my wedding ring, sterling candlesticks and sterling silver service.

If any one or more of my aforesaid grandchildren is under 21 years of age at the time of my death, then, in that event, I do give and bequeath to my son, Donald N. Lathem, if he survives me, the articles which such minor would, if over 21 years of age, have taken under the foregoing bequests and if, under such condition, said Donald N. Lathem does not survive me, then I do give and bequeath such minor's articles to my daughter-in-law, Erwin J. Lathem.

In either such event, I request that my son or daughter-in-law, as the case may be, give and deliver to the said minor child the articles above designated as being desired by me to be so given to her or him; and if neither my said son or daughter-in-law survives me, then I do give such minor child's said articles to my Executor with similar request. My purpose is, as aforesaid, to obviate necessity of appointment of a guardian ad litem and the accounting by my Executor for such articles.

ITEM FIVE: I do give, devise and bequeath unto my son, Donald N. Lathem, if he survives me, all the rest, residue and





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remainder of my property, real, personal and mixed, wheresoever situated, including any and all such property as to which I have power of appointment or disposition, it being my intention to hereby expressly exercise such power of appointment granted me under the will of my deceased husband, George L. Scott, Jr. If my son, Donald N. Lathem, does not survive me, then, in that event, I do give, devise and bequeath all such rest, residue and remainder of my property, including that as to which I have power of appointment or disposition as aforesaid, to Birmingham Trust National Bank and, if she survives me, my daughter-in-law, Erwin J. Lathem, as Trustees (hereinafter collectively sometime referred to as Trustee), IN TRUST NEVERTHELESS for the uses and purposes and with the powers, duties and authority hereinafter set out.

The Trustee shall hold the trust estate hereby created in trust for the use and benefit of my three grandchildren, Rebecca Erwin Lathem, Margaret Morris Lathem and Donald N. Lathem, Jr. in equal shares; and shall so hold the share of each of them, respectively in trust for her or him until she or he shall attain the age of twenty-five (25) years, at which time her or his respective share shall be transferred, paid over and delivered to her or him free from trust. If any of my said grandchildren shall die before attaining 25 years then, in such event, her or his share of the trust estate shall be transferred, paid over and delivered to her or his heirs at law entitled to inherit real estate under present statute of descent of State of Alabama.

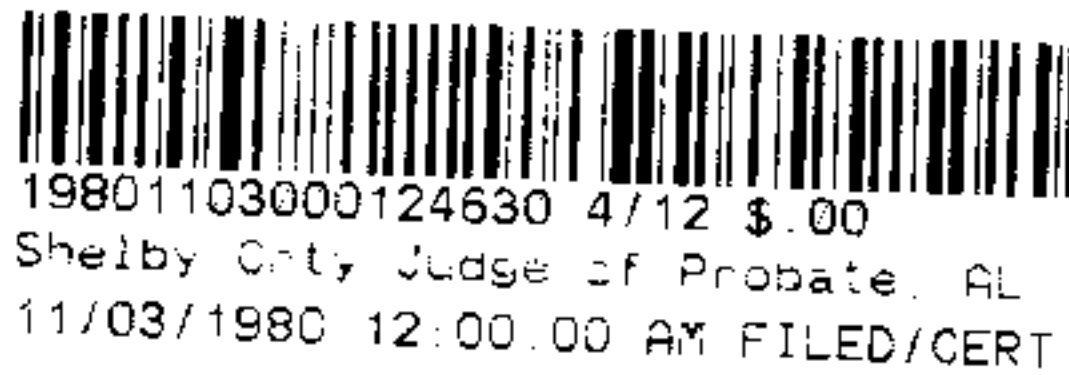
The trust hereby created shall cease and terminate upon attainment of 25 years of age of last of my said grandchildren to reach such age and if none of my said grandchildren live to the age of 25 years then, in that event, such trust shall cease and terminate upon the death of the last survivor of said three grandchildren.

During the term of said trust, as to each of the equal shares of my said three grandchildren, respectively, the Trustee may pay over to such grandchild or expend or apply for her or his education, support or benefit so much of the net income and corpus of her or his share of the trust estate as the Trustees or Trustee in their or its sole discretion shall determine is necessary for such purposes. Any income which the Trustee shall decide not to distribute may be added to the corpus of such child's said share of the trust estate or accumulated as income as the Trustee shall deem best.

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BOOK As and when each of my said grandchildren, respectively, attains the age of 25 years the Trustee shall transfer, pay over and deliver her or his share of the trust estate to her or him free from trust and stand discharged as Trustee for such share. If any said grandchild shall die before attaining age of 25 years the Trustee shall thereupon transfer, pay over and deliver such grandchild's share to her or his heirs entitled to inherit such grandchild's real estate under present statute of descent of State of Alabama, provided, however, that if such heirs or any one of them include a beneficiary under the trust estate then, in that event, such heir's part so inherited from such deceased grandchild shall become a part of her or his share of said trust estate and be held and disposed of by the Trustee as provided herein for such surviving grandchild's said share.

ITEM SIX: With reference to the trust estate hereinabove created and each and every share thereof, the Trustee shall have the following rights and powers without limitation and in addition to powers conferred by law:

(a) During the minority of any beneficiary, the Trustee may pay, transfer or assign income or corpus in any one or more of the following ways: (1) directly to the beneficiary in such amounts as



the Trustee deems advisable as an allowance; (2) to the guardian of the person or of the property of the beneficiary; (3) to a relative of the beneficiary upon the agreement of such relative to expend such income or corpus solely for her or his benefit; (4) by expending such income or corpus directly for the education, maintenance and welfare of the beneficiary.

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BOOK

(b) Sell, exchange, transfer or convey, either before or after option granted, all or any part of said trust estate upon such terms and conditions as said Trustee sees fit, 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 seem suitable, and to change investments and to make new investments from time to time, as may to said Trustee seem necessary or desirable.

(c) Improve, repair, lease, rent for improvement or otherwise, for a term beyond the possible termination of the trust, or for any less term, either with or without option of purchase, and to let, exchange, release, partition, vacate, dedicate, or adjust the boundaries of, any real estate constituting a part of said trust estate.

(d) Borrow money for such time and upon such terms as Trustee sees fit, without security or on mortgage of any real estate or upon pledge of any personal property held in trust hereunder, and to execute mortgages or pledge agreements therefor.

(e) Hold any property or securities originally received by it as a part of said trust, particularly including any family corporation or enterprise, or any stock of corporate trustee hereunder, so long as 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, 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 course is, in Trustee's opinion, for the best interests of said trust estate.

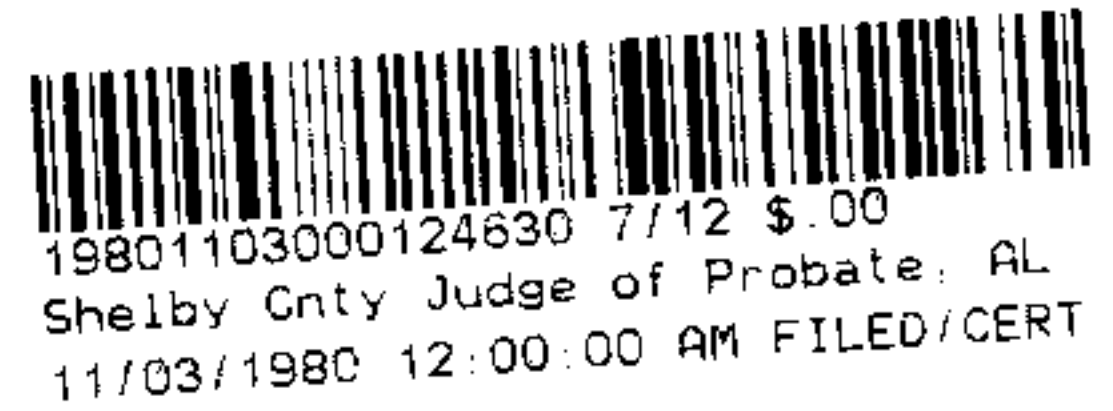
(f) Determine whether any money or property coming into Trustee's hands shall be treated as a part of the principal of said trust estate or a part of the income therefrom, and apportion between such principal and income any loss or expenditure in connection with said trust estate as to Trustee may seem just and equitable, and to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs or construction, or amortization of indebtedness as Trustee deems to be a proper charge against income.

(g) Pay from and out of the income from the trust property any and all expenses reasonably necessary or desirable for the administration of the trust, including interest, taxes, insurance premiums (including public liability insurance), reasonable compensation to the corporate trustee, 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 purpose of paying such expenses, to pay the same from the corpus of the trust estate.

(h) Make divisions and distributions hereunder provided for either in cash or in kind, or partly in cash and partly in kind, and for that purpose determine the value thereof and identity of person or persons entitled to take hereunder.

(i) Hold any or all securities or other property in bearer form, in the name of the Trustee, or in the name of Trustee's nominee, without disclosing any fiduciary relation.

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38 BOOK PAGE 171 (j) Vote in person or by proxy upon all stock of any corporation held in the trust estate; unite with other stockholders or other owners in carrying out any plans for the reorganization of any corporation whose securities are a part of the trust estate, exchange securities of any corporation for other securities upon such terms as Trustee shall deem proper; assent to the consolidation, merger, reorganization or dissolution of any such corporation; pay all assessments, expenses and sums of money deemed expedient for the protection of the interest of the trust estate as the holder of any such corporate stocks, bonds or other securities, and generally exercise in respect to all securities held in the trust estate the same rights and powers as are or may be exercised by persons owning similar securities in their own right.

BOOK (k) Advance, at any time or from time to time, money to the trust estate from Trustee's funds for any purpose or purposes of the trust, and take reimbursement therefor and interest thereon from the trust property or from any funds belonging to the trust estate thereafter coming into Trustee's custody from any source.

(l) Execute and deliver any and all contracts, conveyances, transfers, or other instruments, and to do any acts necessary or desirable in the execution of powers hereby vested in Trustee.

(m) The designation of Birmingham Trust National Bank as corporate trustee hereunder includes any successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name. In the event of failure, for any reason whatsoever, of individual trustee to serve or continue to serve as co-trustee hereunder, the said bank, or its successor aforesaid, shall have full power and authority to serve as sole trustee hereunder.

(n) Trustee shall not be required to give bond as Trustee hereunder, unless ordered so to do for cause shown by a court having jurisdiction, in which event the cost and expense of the bond shall be paid from the trust estate.

ITEM SEVEN: I nominate, constitute 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 executor of this my last will and testament.


I direct that my 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 exhibit the same to any party in interest at any reasonable time.

I hereby vest in my executor the same full powers of management, control and disposition of my estate herein given to the Trustee under ITEM SIX hereof, and I direct that in the exercise of such powers my executor shall be free from the control and supervision of the Probate Court or any other court.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of September, 1970.

Wilma N. Scott (SEAL)

We, the undersigned, hereby certify that Wilma N. Scott, being over 21 years of age and of sound mind, subscribed her name to the foregoing instrument in our presence and published and declared the same to us to be her last will and testament, and we, at the same time, at her request, in her presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.


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Mr. H. L. Chiles - 940 2nd Ave. S.W.
Atlanta
Emmie D. Higginbotham
Rt 1 Box 9011
Liburia, Ala. 35144

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CODICIL TO

Last Will and Testament

OF

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Shelby Cnty Judge of Probate, AL
11/03/1980 12:00:00 AM FILED/CERT

WILMA N. SCOTT

I, WILMA N. SCOTT, a resident citizen of Shelby County, Alabama, do make, publish and declare this to be a codicil to my last will and testament bearing date the 18th day of September, 1970, and executed by me in presence of Mrs. Glenda Clackler and Emma D. Higginbotham as attesting witnesses.

FIRST: My brother, Terrell Nickerson, having heretofore died, I revoke ITEM TWO of my said Will and the legacy thereby provided for him.

SECOND: I give and bequeath to my faithful servant, Elbert Powell (also known as "Buck" Powell) the sum of One Thousand Dollars (\$1,000.00) if he survives me.

THIRD: The diamond bracelet given to my granddaughter, Rebecca Erwin Lathem, appears to have been lost and is, therefore, deleted from the bequest set out in ITEM FOUR (a) of my said last will and testament.

I do hereby ratify and confirm my aforesaid last will and testament as hereby altered and amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of NOV, 1977.

Wilma N. Scott (SEAL)

We, the undersigned, hereby certify that Wilma N. Scott, being over 21 years of age and of sound mind, subscribed her name to the foregoing instrument in our presence and declared the same to us to be a codicil to her last will and testament; and we, at the same time, at her request, in her presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

Virginia Johnson

Edna H. Penner

BOOK 38 PAGE 173
Filed In office this day

day of

1977

BOOK 38 PAGE 174

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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 S of writing have 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 & Codicil of Wilma N. Scott Deceased and that said Will & Codicil together with the proof thereof have been recorded in my office in Judicial Record, Volume 632, Page 799-809.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date Jan. 11, 1980.

PROBATE-99

O H Florence, Judge of Probate.



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CERTIFICATE TO COPIES

PROBATE-67

The State of Alabama
JEFFERSON COUNTY

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 AND CERTIFICATE TO PROBATE THEREOF.

BOOK 38 PAGE 175

in the matter of THE ESTATE OF WILMA N. SCOTT , DECEASED.

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

Given under my hand and seal of said Court, this
the 28th day of October, 19 80

Peggy A. Gober
Chief Clerk

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

DECEMBER TERM 1979

WILMA N. SCOTT

CASE NO. 98482

Deceased

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 Birmingham Trust National Bank

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

Witness my hand this date, January 11, 1980

(SEAL)

O. H. FLORENCE

O. H. FLORENCE,
Judge of Probate

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

Witness my hand and seal of said Court this date, August 21, 1980

Peggy A. Gober
Chief Clerk

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
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