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Last Will and Testament

OF

WILLIAM A. HEADLEY

I, William A. Headley, a resident of the State of Alabama, Shelby County, being of sound mind and disposing memory, and being over the age of nineteen (19) years, do hereby make, publish and declare this instrument as and for my Last Will and Testament and hereby expressly revoke any and all Wills, Codicils and other testamentary dispositions heretofore made by me.

ITEM I

DEBTS

I direct that all my debts and funeral expenses be paid as soon after my death as may be practicable. In the event there is any indebtedness owing by me, whether secured or unsecured, which has not matured at the time of my death, I authorize my Executor to pay such indebtedness either in full or according to the terms and tenor of any instrument evidencing such indebtedness as my Executor may deem best advisable under the then existing circumstances. I further direct that all estate and inheritance taxes which may be asserted or levied with respect to my estate, or any part thereof, whether or not passing under my Will, shall be paid out of my residuary estate as an expense of administration and without apportionment.

ITEM II

DISPOSITION OF PROPERTY

(a) I will, bequeath and devise all property, real, personal and mixed, and any remaining residue of my estate, or whatever kind and character and wheresoever situated, which I may own or to which I may be entitled at the time of my death, or to which my estate may be entitled after my death to my beloved wife, Mary Lynn Headley, absolutely, if living on the thirtieth (30th) day after the date of my death, irrespective of there being any children born of our marriage after the execution of this Will.

(b) If my said wife, Mary Lynn Headley shall predecease me or die within thirty days after the dated of my death; then in such event:

(i) I will, bequeath and divide the real property in which I reside and make my home at the time of my death, to my youngest children, Jeremy Arthur Headley and Jessica Danielle Headley, in equal shares, per stirpes. The real property to which I refer at the time of my executing this Will is that which is located at 2152 Partridge Berry Road, Hoover, Shelby

JAFFE, BURTON & DIGIORGIO

ROGERS-TAYLOR MANOR

1905 FOURTEENTH AVENUE, HOOPER, ALA.

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County, Alabama, and

(ii) Further, I will and bequeath any and all silverware and all flatware which I may possess at the time of my death to Jessica Danielle Headley in fee simple, absolute, per stirpes; and

(iii) Further, I will and bequeath the Grandfather Clock which I may possess at the time of my death to Jeremy Arthur Headley in fee simple, absolute, per stirpes; and

(iv) Finally, I will, bequeath and devise all of the rest, residue and remainder of my estate whether real or personal property, to my wife's son, John Lawrence Rackley, my son Jeremy Arthur Headley, my daughter Jessica Danielle Headley, my daughter Heather Ann Headley, my son Marlin Curtis Headley, my daughter Miriam Louise Headley and my daughter Martina Dawn Headley, in equal shares, per stirpes, absolutely, except as hereinafter provided;

(A) In the event that any of said beneficiaries have not attained the age of twenty-one at the time of my death, I give, devise and bequeath unto Marvin Wamstad and Mary Elizabeth Wamstad as Trustees, and herein appoint the said Marvin Wamstad and Mary Elizabeth Wamstad as Trustees of the share to which said beneficiary would be entitled if he or she had attained the age of twenty-one (21) years at the time of my death, said share to be held in trust for the use and benefit of said beneficiary until he or she shall attain the age of twenty-one (21) years, or until he or she dies, or until his or her share is exhausted, whichever comes first. In the event Marvin Wamstad and Mary Elizabeth Wamstad shall fail to qualify, die, resign, become incompetent, or otherwise fail or cease to serve as trustee then I appoint Eva Louise Manning and Martha Leach Beanblossom as co-trustees hereunder.

(B) Upon such beneficiary's attainment of the age of twenty-one (21) years, the Trustees shall convey, assign, transfer and set over to such beneficiary free from trust, his or her entire share, including any and all accumulations, and the trust for such respective beneficiary shall thereupon be terminated.

(C) If any of said beneficiaries, having survived me, shall die before attaining the age of twenty-one (21) years, the entire remaining share of such beneficiary shall be paid or distributed, in equal shares, per

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stirpes, to the descendants of said beneficiary, or, if there are none, then to my descendants then living, in equal shares, per stirpes; provided, however, that if any of such descendants of mine shall then have other property in trust for him or her under any provision of this Will, then his or her share in the share of such beneficiary so dying shall be added to, merged in and administered and disposed of like such other property so held in trust for him or her.

ITEM III

POWERS OF TRUSTEE

Without limitation of the powers conferred by statute or general rules of law, my Trustee shall have the following powers and authorities in addition to other now or hereafter conferred by law, with respect to any property contained in my estate.

1. To collect the income therefrom.
 2. To compromise, adjust and settle in its discretion any claim in favor of or against the trust.
 3. To hold any property or securities originally received by it as a part of the trust or to which it becomes entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, including any stock of interest in any family corporation, partnership, or enterprise, or any stock, so long as it shall consider the retention for the best interest 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 deem suitable.
 6. To hold, retain or acquire property or securities which in its 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 the same, and to waive notice of any meeting and to give any consent for or with respect thereto.
 8. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of sole proprietorship, partnerships, corporations, or otherwise.
 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, recreations, 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 borrow money for such time and upon such terms as the Trustee sees fit, without security or on mortgage of any real estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.
 11. To advance money to any trust for any purpose of the trust, and the Trustee shall reimburse itself for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.
 12. To hold money in its custody while awaiting distribution or investment under the terms hereof, even though such money be commingled with its funds (in which case the Trustee shall keep a separate account of the same on its books), and the Trustee shall not be required to pay interest thereon.
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13. To appoint, employ, remove and compensate such attorneys, agents, and representatives, individual or corporate, as the Trustee deem necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

14. To hold property or securities in bearer form, in the name of the Trustee, or in the name of its nominee, without disclosing any fiduciary relation.

15. 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.

16. To determine whether any money or property coming into its hands shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust as the Trustee may deem just and equitable; provided, however, that such power shall be exercised in accordance with the provisions of the Alabama Principal and Income Act.

17. 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.

18. To exercise any power hereunder, either acting alone or jointly with others.

19. 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 IV

APPOINTMENT OF EXECUTOR

(a) I hereby nominate and appoint my wife, Mary Lynn Headley to serve as Executor under this my Last Will and Testament. In the event that my wife, Mary Lynn Headley shall fail to qualify, die, resign, become incompetent, or otherwise fail or cease to serve as Executor then I appoint Marvin Wamstad and Mary Elizabeth Wamstad as co-Executors hereunder. In the event that Marvin Wamstad and Mary Elizabeth Wamstad shall fail to qualify, die, resign, become incompetent, or otherwise fail or cease to serve as Executors then I appoint Eva Louise Manning and Martha Leah Beanblossom as co-Executors.

(b) No Executor named herein shall be required to give bond or to file an inventory or accounting in any court, or render any report in court upon final settlement of his acts as Executor, though he shall make out and keep an inventory and maintain records of all transactions relating hereto and shall exhibit the same to any party in interest at any reasonable time.

(c) I direct that my Executor shall serve as Executor without compensation, except that he shall be entitled to reasonable compensation for extraordinary services.

(d) During the administration of my estate, I hereby authorize and empower my Executor to exercise all powers conferred upon my Trustee in ITEM III of this Will, regardless of whether or not any trust authorized by this

Will shall become operative.

ITEM V

SIMULTANEOUS DEATH

If my wife, Mary Lynn Headley and I should die simultaneously, I direct that my wife, Mary Lynn Headley shall be deemed to have predeceased me for the purpose of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption. If any legatee or devisee under this Will and I should die simultaneously or in circumstances which make it difficult to determine which of us died first, I direct that such devisee or legatee shall be deemed to have predeceased me for the purpose of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption.

ITEM VI

APPOINTMENT OF GUARDIAN

(a) In the event one or more of my children shall be minors at the time of the death of the survivor of my wife and myself then and in that event, I do hereby designate and appoint as co-Guardians of the persons and property of said minor child or children, Marvin Wamstad and Mary Elizabeth Wamstad.

(b) I do hereby exempt any said Guardian from the necessity of giving bond or of filing an inventory or of being answerable, as an incident of such guardianship, to any court. It is my intention by the appointment of such Guardian that the Guardian shall have custody of the person of said minor child, being responsible for the furnishing of a proper home environment and seeing to the education of such minor. Nothing contained in this ITEM shall be construed as a limitation upon the rights and powers or the duty and responsibility of such guardian.

(c) It is my desire that all of my children be given the opportunity to visit and socialize with each other and my wife's child of her previous marriage. I would direct that the Guardians of said children allow for the continued bonding of the group as a family.

ITEM VII

MISCELLANEOUS

The following provisions shall govern for all purposes of this Will,

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wherever they may be applicable:

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

(b) All headings and captions contained in this Will have been included for references only and shall not be construed as defining, limiting or affecting the scope of intent of the provisions of this Will.

IN WITNESS WHEREOF, I, William A. Headley the Testator, sign my name to this instrument (containing in all seven (7) pages including the attestation clause and affidavit) on this the 08 day of November, 1985, and being first duly sworn, do hereby declare to the undersigned authority that I signed and executed this instrument as my Last Will and that I sign it willingly, that I execute it as a free and voluntary act for the purposes therein expressed, and that I am nineteen (19) years of age or older, of sound mind, and under no constraint or undo influence and that I also have affixed my initials on the margin of each of the pages thereof.

William A. Headley
William A. Headley

We, Rick D. Giorgio, Therese D. Giorgio

and _____, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his Last Will and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this Will as witnesses to the Testator's signing, and that to the best of our knowledge the Testator is nineteen (19) years of age or older, of sound mind, and under no constraint or undo influence.

Rick D. Giorgio

1905 14th Ave. So.

Birmingham AL 35205

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Therese DiGiorgio937 Willow Bend Rd.Pelham, AL 35124Michael M. Fiegel1905 14TH AVENUE SOUTHBIRMINGHAM, ALABAMA35205

STATE OF ALABAMA

JEFFERSON COUNTY

Subscribed, sworn to and acknowledged to before me by William A. Headley the Testator and subscribed and sworn to before me by Rick DiGiorgio, Therese DiGiorgio, and MICHAEL M. FIEGEL, witnesses, this 8th day of November, 1985.

James L. Shaul
Notary PublicMy Commission Expires: 4-24-88

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

1985 NOV 13 PM 4:17

Thomas A. Shumaker, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee \$ 17.50Index Fee 1.00TOTAL \$ 18.50