

88-21542

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IN THE MATTER OF
THE ESTATE OF
JAMES ALBERT HALE, JR.,
DECEASED.

PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA
CASE NO. 110058
88 APR 28 A8:34

D.L. COCKRELL
REGISTRAR
PETITION FOR PROBATE OF WILL

TO THE HONORABLE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA:

Come now your Petitioners, Betty B. Hale, Melinda Jean Tanner and James Albert Hale, III, and, upon information and belief, respectfully show unto your Honor the following facts:

1. James Albert Hale, Jr. died at Birmingham, Jefferson County, Alabama on or about May 4, 1983, and, at the time of death, was an inhabitant of Shelby County, Alabama. On the date of death, said decedent left assets in Jefferson County, Alabama.

2. Surrendered herewith is said decedent's last will and testament naming your Petitioners as Co-Executors thereof, which was duly signed by said decedent when over twenty-one (21) years of age, and was attested by the following witnesses:

<u>NAME</u>	<u>PRESENT ADDRESS</u>
Shirley J. Harris	2933 Clairmont Avenue Apt. 3 Birmingham, Alabama 35203
Marion D. Floyd	909 Franklin Avenue, S. W. Birmingham, Alabama 35211
Gregory D. Hyde	2222 Arlington Avenue, South Birmingham, Alabama 35255

3. The following is a true, correct, and complete list of the names, relationships, and addresses of said decedent's

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widow and next-of-kin, all of whom are over twenty-one (21) years of age and of sound mind:

NAME, AGE, CONDITION, RELATIONSHIP	ADDRESS
Betty B. Hale (widow)	Route 1, Box 313 Sterrett, Alabama 35147
Melinda Jean Tanner (daughter)	Route 1, Box 313 Sterrett, Alabama 35147
James Albert Hale, III (son)	4205 Warren Road Birmingham, Alabama 35213

WHEREFORE, your Petitioners pray that your Honor will take jurisdiction of this Petition, will cause all such notices or citations to issue to the said widow, and next-of-kin, and attesting witnesses as may be proper in the premises; and will cause such proceedings to be had and done, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of said will as the last will and testament of said deceased.

Betty B. Hale
Betty B. Hale, Petitioner
Route 1, Box 313
Sterrett, Alabama 35147

Melinda Jean Tanner
Melinda Jean Tanner, Petitioner
Route 1, Box 313
Sterrett, Alabama 35147

James Albert Hale III
James Albert Hale, III, Petitioner
4205 Warren Road
Birmingham, Alabama 35213

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Attorney for Petitioner:

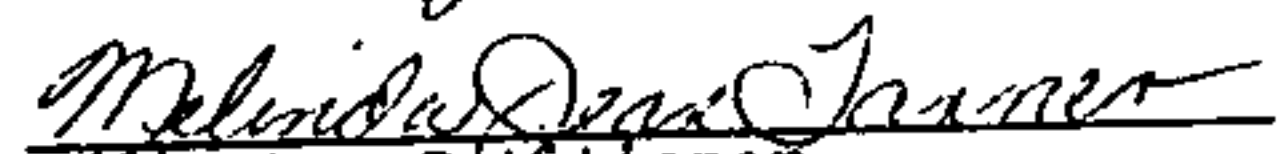

LEONARD WERTHEYMER III, P.C.
Suite 555, Bank for Savings Building
1919 Morris Avenue
Birmingham, Alabama 35203
205/326-3033

STATE OF ALABAMA)

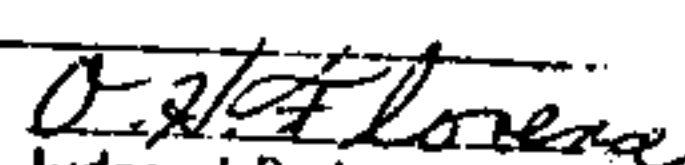
JEFFERSON COUNTY)

Before me, the undersigned notary public in and for said county and state, personally appeared Betty B. Hale, Melinda Jean Tanner and James Albert Hale, III, who being by me first duly sworn, make oath that they have read the foregoing petition and knows the contents thereof, and that they are informed and believe, and upon such information and belief aver that the facts alleged therein are true and correct.


Affiant - Petitioner


Affiant - Petitioner


Affiant - Petitioner

Filed in office this 28th
day of June 19 83
Petitioner granted and Petition ordered
recorded 
Judge of Probate

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Subscribed and sworn to before me this 27 day of

June, 1983.

Sam D. Withers
Notary Public
My Commission expires: 10-22-84

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STATE OF ALABAMA)
COUNTY OF SHELBY)

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LAST WILL AND TESTAMENT

OF

JAMES ALBERT HALE, JR.

I, JAMES ALBERT HALE, JR., a resident of the City of Sterrett, State of Alabama, being of sound and disposing mind and 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 heretofore made by me.

ITEM I

PAYMENT OF DEBTS/PROBATE OF WILL

I direct that all of my debts, including the expenses of my last illness and funeral, shall first be paid out of my estate by my Executor hereinafter named, as soon as possible after my death, except, however, I direct that my Executor pay all transfer, inheritance, legacy, estate, succession and other taxes (together with any interest or penalty thereon) levied upon and against my estate attributable to property passing hereunder or otherwise, from that portion of my estate and in the manner hereinafter directed. I further direct that my Executor may probate my Last Will and Testament either in the county of my residence at the time of my death or in any county in the State of Alabama in which I may own property at the time of my death.

ITEM II

DISPOSITION OF PERSONAL EFFECTS

I give and bequeath all of my wearing apparel, jewelry, any automobile I may own, as well as all objects of my personal use, to my wife, Betty B. Hale, absolutely, if she be living at the time of my death. There is excluded from this bequest all cash on hand or on deposit, stocks, bonds, notes, evidences of debts, other choses in

Filed in office this the 28th
day of June, 1983
for Probate and Record

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FILED
IN OFFICE
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CLERK OF COURTS
REGISTER

[Handwritten signature]

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action, intangibles and all other property held for investment. In the event my said wife should predecease me, I give and bequeath all of said objects of property, in equal shares, absolutely to my children, Melinda Jean Tanner and James Albert Hale, III. If either of my children should predecease me, then I give and bequeath said child's share of said property to his or her then living issue, per stirpes, if any, and if none, to my other child, per stirpes. In the event that my said wife and my said children should all predecease me, leaving no issue surviving, then this bequest shall lapse, and the aforesaid property shall become a part of the residue of my estate. I hereby vest in my Executor hereinafter named full power and authority to determine what objects of property are included in the foregoing description contained in this ITEM of my Will, and to make such division of said objects of property between my children, in the event my wife shall not be living, as to it, in its absolute discretion, may be desirable, having due regard for the personal preferences of my said children. I have specifically refrained from making any disposition regarding household furniture and furnishings, books and similar items which are located in the residence which I occupy, for the reason that these items of personal property are already owned by my said wife.

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ITEM III

MARITAL BEQUEST

(a) If my wife, Betty B. Hale, survives me, I give, devise and bequeath to my said wife, Betty B. Hale, and my children, Melinda Jean Tanner and James Albert Hale, III, as Trustee, in trust, however, for the uses and purposes and with the powers hereinafter set forth, an amount equal to the maximum marital deduction allowable in determining the federal estate tax payable by reason of my death, reduced by the value for federal estate tax purposes of all other items which pass or have passed to my wife under other provisions of this Will or which have already passed to her or for her benefit otherwise than under the terms of this Will, by operation of law, through life insurance policies or otherwise, either at my death or at any time during my life, but only to

the extent that such items are included in my gross estate and are allowable as a marital deduction for federal estate tax purposes; provided, however, that the amount of the bequest hereinabove set forth shall be further reduced by that amount, if any, needed to increase my taxable estate to the largest amount which, after taking into account the Unified Credit Against Estate Tax available to my estate for federal estate tax purposes, but no other credit, will result in no federal estate tax being payable by my estate. The assets comprising the bequest determined in the manner hereinabove set forth shall be hereinafter known as and referred to as "Trust Estate 'A'". I hereby direct that this bequest and devise of assets comprising Trust Estate "A" to the said Trustee, in trust, shall vest in the said Trustee immediately upon my death. The term "maximum marital deduction" as used in this Item of my Will shall be deemed a reference to the unlimited marital deduction as provided for in the Economic Recovery Tax Act of 1981.

(b) In ascertaining the maximum marital deduction available to my estate, I direct that my Executors shall take into account any deemed "increase" in my gross estate resulting from the application of Section 2602(c)(5)(A) of the Internal Revenue Code of 1954, as amended.

(c) In making the computations necessary to determine the amount of this bequest, the final determinations for federal estate tax purposes shall control. However, for purposes of funding this bequest, each item of property allocated in kind shall be valued by the Executor at the lesser of (i) the value of such item of property as finally determined for federal estate tax purposes of my estate, or if such item is an investment or reinvestment of property included in my gross estate for federal estate tax purposes, or the proceeds of any sale or other disposition of property so included or of any such investment or reinvestment, at the federal income tax basis of such item at the actual date of allocation or distribution, or (ii) at the value of such item at the actual date of allocation of distribution. The provisions of the Code of Alabama §19-3-9 (1975), as from time to time amended, as well as the provisions of any similar statute regarding satisfaction of pecuniary bequests or transfers to or for the benefit of a surviving spouse by

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selection and distribution of assets in kind now or hereafter in force in the State of Alabama or in any other jurisdiction, are hereby expressly waived and shall not apply to the marital bequest made in this Item of my Will.

(d) In the sole power and discretion of the Executor, the payment of this amount may be made wholly or partly in cash or property as selected by it; provided, however, that in no event shall there be included in this bequest any asset or the proceeds of any asset which does not qualify for the marital deduction for federal estate tax purposes; and provided further, that any asset or the proceeds of assets (1) with respect to which any estate or death taxes are paid to any foreign country or any of its possessions or subdivisions, or (2) with respect to which any tax credit or deduction shall be available because it shall be subject to both federal estate and federal income tax shall be the last to be used to satisfy this bequest.

(e) In the event that my estate is required to file a federal estate tax return, I direct that my Executor determine the effect of the marital deduction upon my estate and, after taking into consideration the separate estate of my said wife, the state of her health, and any other circumstances which may have a bearing upon the projected federal estate tax due both at my death, and at the death of my said wife, determine whether it is in the best interest of my estate and my said wife's estate to make an election under Section 2056(b)(7) of the Internal Revenue Code of 1954, as amended from time to time, to have the property in Trust Estate "A" (or any part thereof, if a partial election is permitted under the applicable federal tax law in effect at the time of my death) treated as Qualified Terminable Interest Property which qualifies for the marital deduction. My Executor shall, in its discretion, either make such an election or refrain from making such an election, as said Executor deems to be in the best interest of my estate and my wife's estate. My Executor shall not be liable to any beneficiary herein, by reason of its decision to make or not make such election, where such Executor has exercised good faith and ordinary diligence in the making of such decision.

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(f) In the event that my Executor makes an election to have the property in Trust Estate "A" treated as Qualified Terminable Interest Property, as set forth above, it is my intent to secure for my estate the maximum marital deduction allowable by the Federal Internal Revenue Code in force on the occasion of my passing, except to the extent set forth in subparagraph (a) of this Item of my Will, and except to the extent that my Executor shall refrain from making said election, and to that end, I direct my Executor to take whatever action may be necessary to obtain said marital deduction. If the effect of any provision of this Will would be to prevent the allowance of the maximum marital deduction with respect to Trust Estate "A", except as hereinabove set forth, then I direct that such offending provision shall not apply to Trust Estate "A", and insofar as Trust Estate "A" and its distribution and administration are concerned, this Will shall read and take effect as if such offending provisions did not exist. By way of illustration, but not limited thereto, the Trustee of Trust Estate "A", notwithstanding any other provisions of this Will, shall not have the power, in the administration of Trust Estate "A", to make allocation of any receipt to principal or of any expense to income, if such allocation would result in my said wife's receiving less than the whole amount of the income from Trust Estate "A" to which she would be entitled under the applicable rules of law.

(g) In the event my said wife does not desire, for any reason whatsoever, to take all or any portion of any bequest or devise that is made to her under the provisions of this Item, including all or any portion of the bequest to the Trustee for her benefit in section (a) hereinabove, then she may disclaim in whole or in part the bequest or devise described hereinabove by filing with my Executor a qualified disclaimer as defined in Sections 2045 and 2518 of the Internal Revenue Code of 1954, as amended. In the event of such disclaimer, said property, or portion thereof to which the disclaimer applies, shall be added to my residuary estate and disposed of as hereinafter provided.

(h) Should my said wife predecease me, I direct that Trust Estate "A", which is set up for her use and benefit, and all other bequests and devises made to her under this Item shall lapse, and the

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assets of my estate which would have constituted the bequest to the Trustee of Trust Estate "A" for her use and benefit under the terms of this Item shall be merged with and become a part of the residue of my estate.

(i) I understand that in the process of the administration of my estate, occasions may arise where there is a possible conflict between the interest of my said wife on the one hand, and the interests of my lineal descendants on the other, especially, but without being limited to, interpretations by my Executor relative to income and estate tax matters. I specifically direct my Executor and Trustee to interpret any provision of my Will and to take such action in the administration of my estate or of the trusts created hereunder, which will serve to promote the welfare and best interest of my said wife, to the possible detriment of the interest of any other beneficiary.

ITEM IV

DISPOSITION OF RESIDUE

I give, devise and bequeath unto my wife, Betty B. Hale, and my children, Melinda Jean Tanner and James Albert Hale, III, as Trustee, in trust nevertheless, for the uses and purposes, upon the terms and conditions, and with the powers and duties hereinafter set forth, all of the residue of my estate, including the residue of the property, whether real or personal, of every kind and wherever located, belonging to me at my death, or payable to my estate from any source, and remaining after payment of all debts of my estate and provisions for any bequests and devises hereinabove set forth, which said assets comprise the residue of my estate, all of which such property is herein referred to as my "Trust Estate 'B'". Out of Trust Estate "B", I direct that my Executor pay all transfer, inheritance, legacy, estate, succession, and other taxes (together with any interest or penalty thereon) levied upon or against my estate attributable to property passing hereunder or otherwise. No devisee, legatee, donee or insurance beneficiary shall be required to pay, or contribute to the payment of, any of the above taxes.

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ITEM V
TRUST ESTATE "A"

(a) I direct that my Trustee shall hold Trust Estate "A" for the use and benefit of my said wife, for and during her lifetime. During the lifetime of my said wife, the Trustee shall pay to her all of the income from said Trust Estate "A", in such installments as may be convenient to my said wife, but in no event less frequently than annually. In addition to all of the income from said Trust Estate "A", I direct that my said wife may appoint to herself from the corpus of said Trust Estate "A" such amount, as from time to time may be necessary to maintain her in health and reasonable comfort, to support her in her accustomed manner of living, and to provide for her health, medical, dental, hospital and nursing expenses and expenses of invalidism. It is my intention that this power which has been granted to my said wife in the immediately preceding sentence shall be a power limited by an ascertainable standard, as defined in Treasury Regulations Section 20.2041-1(c)(2) of the Internal Revenue Code, and such power shall not be a general power of appointment. It is also my intention that this power of appointment which I have granted to my wife shall be exercised by her only in strict accordance with the standards set forth in this paragraph. I further direct that any other Trustee who shall be serving and acting may appoint to my said wife from the corpus of said Trust Estate "A" pursuant to the standards set forth hereinabove. Any sum so paid to or used for the benefit of my said wife shall not be deemed to be advancements upon any payment of net income which she may thereafter become entitled to receive.

(b) My said wife shall have no right or power, either directly or indirectly, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of the net income from said Trust Estate "A" which, may be payable to her during her life, or any part thereof, until the same shall have been actually paid to her by the Trustee. Nor shall such income, nor the principal nor corpus of said Trust Estate "A", nor any part of, or interest in, either of them be liable for or to any extent subject to any debts, claims or obligations

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of any kind or nature whatsoever, or to any legal process in aid thereof, contracted or incurred by or for my said wife, before or after my death.

(c) Upon the death of my said wife, my said Trustee shall pay over to my said wife's estate all income, if any, which shall have accrued to my wife's benefit prior to her death, but which remains unpaid as of the date of her death, and my said Trustee shall then transfer and pay over, or hold in trust the principal remaining in Trust Estate "A" as follows:

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(1) My said Trustee shall pay over to the estate of my said wife, an amount equal to the difference, if any, between the total inheritance, estate, transfer, succession and other death taxes or duties (including any interest and penalties thereon) imposed by any jurisdiction whatsoever by reason of the death of my said wife and the total inheritance, estate, transfer, succession and other death taxes or duties (including any interest and penalties thereon) imposed by any jurisdiction whatsoever which would have been payable by reason of the death of my said wife if none of the property in Trust Estate "A" had been includible in her gross estate for the purpose of fixing the said taxes payable by reason of her death. In addition to the above, my Trustee shall also pay over to the estate of my said wife, out of the property in Trust Estate "A", an amount sufficient to pay all of the debts, funeral and administration expenses arising out of the administration of my said wife's estate, to the extent that assets of her estate are insufficient and not available to pay the same. My Trustee shall be absolutely protected in paying over to my said wife's Executor such amount as her Executor shall certify, in writing, to be the amount to be transferred to her estate by the preceding sentences of this ITEM and said Trustee shall have no duty or obligation to inquire as to the correctness, or as to the propriety of the payment, of any amount so certified or to see to the application thereof by my wife's Executor.

(2) My said Trustee shall transfer and pay over, or hold in trust, the property remaining in said Trust Estate "A" to or for the benefit of my children surviving at that time, and the lineal descendants of any deceased child, as provided in ITEM VI hereof, subject to all of

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the terms, conditions and limitations of said ITEM VI and shall pay over and merge such funds remaining in Trust Estate "A" with any such funds as may be held for my said surviving children, or the lineal descendants of any deceased child, in Trust Estate "B", or shall pay over absolutely to such surviving child or children or the lineal descendants of any deceased child, the portion of Trust Estate "A" to which he or she may be entitled at that time under the provisions of ITEM VI hereof.

ITEM VI

TRUST ESTATE "B"

(a) The Trustee shall hold said Trust Estate "B", without division into shares, in trust for the use and benefit of my said wife and my children, for and during the lifetime of my said wife. During the lifetime of my said wife, the Trustee shall pay over to my said wife, for her support and maintenance, the entire net income from said Trust Estate "B", in such installments as may be convenient to her. Furthermore, my said wife may appoint to herself from the corpus of said Trust Estate "B" such amount, as from time to time may be necessary to maintain her in health and reasonable comfort, to support her in her accustomed manner of living, and to provide for her health, medical, dental, hospital and nursing expenses and expenses of invalidism. It is my intention that this power which has been granted to my said wife in the immediately preceding sentence shall be a power limited by an ascertainable standard, as defined in Treasury Regulations Section 20.2041-1(c)(2) of the Internal Revenue Code, and such power shall not be a general power of appointment. It is also my intention that this power of appointment which I have granted to my wife shall be exercised by her only in strict accordance with the standards set forth in this paragraph. I further direct that any other Trustee who shall be serving and acting may appoint to my said wife from the corpus of said Trust Estate "B" pursuant to the standards set forth hereinabove.

(b) In interpreting the powers granted to my said wife, as Trustee, I direct that, any provision in this, my Last Will and Testament to the contrary notwithstanding, although she shall be entitled to the

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beneficial enjoyment, as a life beneficiary, of the income from said Trust Estate "B", she shall not exercise any such power so as to divert to herself as income any part of the assets of said Trust Estate "B" which would not, under the statutes and decisions of the State of Alabama, be construed as income, it being my intention to protect the corpus or principal of said Trust Estate "B" for the exclusive use and benefit of the remaindermen, subject only to the right herein granted to my said wife to appoint to herself from the principal thereof pursuant to the standards set forth hereinabove.

(c) If, at any time during the lifetime of my said wife, she, as Trustee, should deem it desirable to advance to a child of mine, or to any lineal descendant of a deceased child of mine, any sum or sums out of the principal of said Trust Estate "B", for the purpose of establishing such child or descendant in a business or profession, or purchasing for such child or descendant a home, or for any other special or commendable purpose, the Trustee shall transfer and pay over to such child, or lineal descendant of a deceased child, such part of the principal of said Trust Estate "B" as my said wife, as Trustee, shall deem it wise so to distribute, but any sum so advanced to such child or descendant of a deceased child shall be a charge against any part of said Trust Estate "B" to which such child or descendant may subsequently become entitled under the other provisions of this Will.

(d) Upon the death of my said wife, or upon my death in the event my said wife predeceases me, the Trustee shall apportion said Trust Estate "B" into equal shares for my children, or if any of my said children shall have predeceased my said wife, or me, leaving lineal descendants then surviving, then the share of such deceased child shall be apportioned among such lineal descendants in equal shares, per stirpes, under the terms of subsection (f) hereof. Each share apportioned for my said children, or the lineal descendants of a deceased child, shall be a separate and distinct trust. I authorize my Trustee, if it so desires, for the sake of convenience, to refrain from making a physical separation of the assets of these trusts into separate equal trusts, if such treatment will facilitate the administration of said

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trusts. I also authorize my Trustee to mingle and commingle investments, but I wish it specifically understood that I am creating independent trusts for all purposes.

(e) After apportionment, the Trustee shall transfer and pay over to each of my said children his or her entire share of said Trust Estate "B", free from this trust.

(f) In the event either of my children entitled to share in said Trust Estate "B" under the terms hereof shall die prior to the apportionment or distribution to him or her of all of his or her share of said Trust Estate "B", leaving any descendants of him or her then living, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Trustee shall transfer and pay over to the descendants then living of such deceased child, in equal shares per stirpes, the share of said Trust Estate "B" apportioned for such deceased child; provided that if any descendant of such deceased child shall not at said time have attained the age of twenty-one (21) years, then, though the share of such descendant in said Trust Estate "B" shall be deemed then to have vested in him or her, and shall be payable to his or her estate in the event of his or her death prior to attaining the age of twenty-one (21) years, the Trustee shall continue to hold said property in trust for him or her until he or she shall attain the age of twenty-one (21) years, using and applying for his or her support, education and comfort, such part of the net income or principal from his or her share of said trust as the Trustee deems necessary or desirable for said purpose.

(g) In the event either of my children entitled to share in said Trust Estate "B" under the terms hereof shall die prior to the apportionment or distribution to him or her of all of his or her share in said Trust Estate "B", leaving no descendants of him or her then living, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Trustee shall transfer and pay over the share of said Trust Estate "B" apportioned for such deceased child to my other child, or to his or her descendants if he or she shall not then be living, in equal shares, per stirpes; provided, however, that if my

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other child or his or her descendants shall then have other property held in trust for him or her under any provision of this Will, then his or her share in the share of such deceased child shall be added to, merged in and administered and disposed of like such other property so held in trust for him or her.

(h) In the event either of my children entitled to share in said Trust Estate "B" under the terms hereof shall die prior to the apportionment or distribution to him or her of all of his or her share of said Trust Estate "B", leaving no descendants of him or her, or of me, then living, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Trustee shall transfer and pay over the share of said Trust Estate "B" apportioned for such deceased child to such person or persons as would be entitled to inherit the property constituting said share, 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.

ITEM VII

TRUST POWERS

In the management and control of any trust created by the terms of my Will, the Trustee, in its sole judgment and discretion, may do and have done with respect to each trust estate, all things which, in the judgment and discretion of the Trustee, may seem necessary, desirable and proper to promote, protect and conserve the interest of the trust estates and of the beneficiaries thereof, in like manner as if the Trustee were entitled to said property beneficially, and every determination of the Trustee in the construction of the powers conferred upon the Trustee, or in any manner committed to the discretion of the Trustee, or with respect to which the Trustee may be empowered to act hereunder, whether made upon a question formally or actually raised or implied in relation of the premises, shall be binding upon all persons interested in the trusts, and shall not be objected to or questioned on any grounds whatsoever, provided, however, that in the administration of Trust Estate "A", my Trustee will take no action which will impair the ability of my

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estate to procure the full marital deduction as allowed by the applicable federal estate tax laws (except under the circumstances set forth in any provision of my Will), and more specifically, my Trustee, in interpreting the powers granted to it hereunder, shall do nothing to interfere with the beneficial enjoyment of my said wife as a life beneficiary of Trust Estate "A". Without in any way limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers herein vested in the Trustee, the Trustee shall have and may, in its judgment and discretion, and except as specifically herein provided, without notice to anyone or order of court, exercise, among others, the powers following, to be broadly construed with reference to each trust estate and each share thereof:

1. To 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 it 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 it may seem suitable, and to change investments and to make new investments from time to time as to it may seem necessary or desirable.

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

3. To borrow money for such time and upon such terms as the Trustee sees fit, either without security, or on mortgage of any real estate, or upon pledge of any personal property held by the Trustee hereunder, and to execute mortgages or pledge agreements therefor.

4. To hold any property or securities originally received as a part of said trust estate, including any stock or obligations of any corporate Trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate Trustee, so long as the Trustee shall consider the retention thereof in the best interest of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, 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, including any stock or obligations of any corporate Trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate Trustee, where such course is, in the opinion of the Trustee, in the best interests of said trust estate.

5. To keep any property constituting a part of said trust estate properly insured against fire and tornado, and other hazards, to pay all taxes or assessments, mortgages, or other liens now or hereafter resting upon said property and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustee which, in the Trustee's judgment, may be proper or necessary

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6. To hold any or all securities or other property in bearer form, in the name of the Trustee or in the name of some other person, partnership, or corporation, without disclosing any fiduciary relationship.

7. To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and conditions as, in the discretion of the Trustee, may be expedient, or to liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as, in the judgment of the Trustee, are for the best interests of said trust estate, or so far as may be necessary in the Trustee's judgment, to cause to be incorporated any such business or partnership and to use the funds of my estate to protect my interest in any contract, business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation. I grant to my Trustee the power to do all the acts in connection with said businesses which I, in my lifetime, could have done, or to delegate such powers to any partner, manager or employee, without liability for any loss occurring therein. I authorize my Executor and Trustee to make public or private sale of said business or businesses, and the real and personal property thereof, at such time or place, and for such price, and upon such terms as to cash or credit, with or without security for the purchase price, as to the Trustee may seem best, and to execute all necessary assignments and conveyances to the purchasers, without liability on the part of the purchasers to see to the application of the purchase monies.

8. To vote in person or by proxy upon all stocks held by the Trustee, to unite with other owners of similar property in carrying out any plan for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustee shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustee may deem expedient for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities, and generally, to exercise, in respect to all securities held by it, the same rights and powers as are or may be exercised by persons owning similar property in their own right; provided, however, that if, at any time a corporate Trustee is serving hereunder, it shall purchase or retain stock or obligations of itself or of any holding company, or similar corporation which owns stock of such corporate Trustee, then in the election of directors and other matters in which said corporate Trustee is prohibited from voting its stock or stock of any holding company or similar corporation which owns stock of a corporate Trustee, such stock shall be voted by the eldest adult beneficiary hereunder.

9. To determine whether any money or property coming into its hands and allocated to Trust Estate "B" shall be treated as a part of the principal of said Trust Estate "B" or a part of the income therefrom, to apportion between such principal and income any loss or expenditure in connection with said Trust Estate "B" as to it may seem just and equitable, and to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs or amortization of indebtedness deemed by the Trustee to be a proper charge against income. Any death benefits which shall become payable under any qualified pension or profit sharing plan, including a plan for self-employed individuals and owner-employees in which I may be a participant shall be allocated to the principal of Trust Estate "B" under the terms and provisions of this, my Last Will and Testament.

10. While I have granted to my Trustee broad powers to facilitate the administration of my trust estate, I specifically direct that my Trustee take no action which will have the effect of denying to

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my said wife the substantial present enjoyment of all income of Trust Estate "A" herein established, for and during her lifetime.

11. In making any division of the trust property into shares for the purpose of any distribution thereof directed or permitted by the provisions of this Will, the Trustee may make such division or distribution either in cash or in kind, or partly in cash and partly in kind, as the Trustee shall deem most expedient, and in making any division or distribution in kind, the Trustee may allot any specific security or property, or any undivided interest therein, to any one or more of such beneficiaries, and in such proportions and amounts, without regard to equality of distribution or federal income tax basis thereof, as it may deem proper, and to that end, may appraise any or all of the property so to be allotted, and the Trustee's judgment as to the propriety of such allotment and as to the relative value and basis for the purposes of distribution of the securities or property so allotted, shall be final and conclusive upon all persons interested in this trust or in the division or distribution thereof; provided, however, that in exercising the authority given to it under this provision, the Trustee shall not violate any provision in this, my Last Will and Testament, dealing with bequests to my surviving spouse, which are to qualify for the marital deduction. In allocating, transferring and assigning to any beneficiary, property, or interests in property, in order to equal the total value of a pecuniary bequest made to any beneficiary under the terms and provisions of this, my Last Will and Testament, I caution my Executor to investigate the income tax impact, if any, that might result to my estate in allocating, transferring and assigning to such beneficiary for such purposes any asset belonging to my estate which would constitute "Income in Respect of a Decedent" pursuant to the then applicable provisions of the United States Internal Revenue Code, and regulations pertaining thereto.

12. Any provision in this, my Last Will and Testament, to the contrary notwithstanding, I hereby give and grant unto my said wife the unqualified power and right to compel or require the Trustee, within a reasonable time after demand, to exchange or convert any nonproductive or nonincome producing property or interests in property held in Trust Estate "A" for or into productive property or income producing property.

13. In the event my estate owns an interest in the shares of stock of any closely-held family corporation, and the persons named herein as Executor and/or Trustee shall be or shall become affiliated with any such closely-held corporation, serving as employees, officers or directors thereof, I direct that such persons so serving as Executor or Trustee of my estate shall not be disqualified from employment by any such family corporation or its successor, or the continued employment by said persons for either the same or greater compensation as determined from time to time by the board of directors in office. In the circumstances described in this paragraph, said persons so serving as Executor and/or Trustee of my estate shall be exonerated from any claim or demand arising from the fact that they may be receiving or have received compensation for serving as a director, officer or employee or both when serving as Executor or Trustee or successor Executor or Trustee.

ITEM VIII

MISCELLANEOUS

(a) Any trust created under my Will, at the election of my Executor, may be treated as operating from the date of my decease, whether the trust property shall then be actually paid over to the

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Trustee and set aside or not, and I hereby authorize and empower my Executor hereinafter named to make any payments which the Trustee is herein authorized to make after the actual establishment of the trust herein created.

(b) It is my will and I direct that the invalidity of any gift or bequest, or of any limitation over, or interest intended, as to any property or as to any beneficiary, shall not be considered materially to disturb the plan of distribution herein created or to affect the validity of any other gift or bequest or limitation over, or interest in or trust herein given or created.

(c) Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those trust beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts created hereunder shall terminate and the assets thereof shall immediately be vested in and distributed outright to those persons entitled, and in the same proportions to which they are entitled to take, under the provisions hereinabove set forth, irrespective of the attained ages of such beneficiaries on such date.

(d) As to the net income which, by any of the provisions of this Will, may be payable to any of my lineal descendants, he or 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 any part thereof, until same shall have been actually paid to him or her by the Trustee. Nor shall such income, nor the principal nor corpus of said trust estate, nor any part of, or interest in, either of them 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 child or descendant, before or after my death.

(e) Where I have herein directed that funds shall be used and applied by the Trustee for the benefit of, or paid to, any minor beneficiary, the Trustee may in its discretion pay over such sums to the persons having custody of such beneficiary, or to such other person as it

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may select, including the beneficiary, to be used and applied for the purposes herein directed and the receipt of such persons shall be full discharge to the Trustee as to any sums so paid.

(f) Any persons may at any time, and from time to time, add cash, securities or other property, whether real or personal, to the corpus of the trust estates herein created, by deed, gift or will, with the consent of the Trustee. Any addition to any of the trust estates herein created shall be held, administered and distributed as an integral part of the corpus thereof in accordance with all of the terms and provisions of this Will applicable to the said trust estate.

(g) I specifically authorize and empower my Executor to execute and file a joint income tax return with my wife for the year in which my death occurs and for any years prior thereto. I also authorize and empower my Executor to execute and file joint gift tax returns with my wife if any gift tax return is required of either of us for the year in which my death occurs or for any year prior thereto. I also specifically authorize and empower my Executor to pay any portion or all of any resulting income taxes and gift taxes. I grant full discretion to my Executor to acquiesce in, compromise, or litigate any demand made against my estate for federal or state income or estate taxes. My Executor shall incur no personal liability for any action taken by it in good faith in accordance with either of the foregoing authorizations.

(h) I specifically authorize and empower my Executor regardless of whether or not it affects the interest of any beneficiary under this Will, to exercise any election granted by the Internal Revenue Code in effect at the time of my death which permits my Executor to take as deductions for federal income tax purposes any amounts which are also allowable for federal estate tax purposes, and my Executor shall incur no liability whatsoever to any beneficiary under this Will as the result of any elections so made, and no adjustment between principal and income shall be required as a result of such election.

(i) Anything to the contrary notwithstanding, in the event that any property or interest in property or life insurance passing under this Will, by operation of law or otherwise by reason of my death (other

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[Handwritten signature]

than as a part of my residuary estate), shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

(j) It is my direction and intention that my Last Will and Testament be interpreted and administered by my Executor and Trustee in accordance with the Internal Revenue Code of 1954, as amended. My Executor and Trustee shall not be liable to any beneficiary herein for any action taken or not taken, election made or not made, or resulting federal income tax consequences upon the apportionment or distribution in kind or otherwise of any asset of my estate, where such Executor or Trustee has exercised good faith and ordinary diligence in the performance of its duties.

ITEM IX

SIMULTANEOUS DEATH

In the event my death and the death of my said wife shall occur simultaneously, or approximately so, under circumstances causing doubt as to which of us survives the other, then I direct that it be presumed that my said wife survived me.

ITEM X

EXECUTORS

I hereby nominate and appoint my wife, Betty B. Hale, and my children, Melinda Jean Tanner and James Albert Hale, III, as Executor of this, my Last Will and Testament. In the event any of the above-named individuals shall predecease me or shall die during the administration of my estate or be unable or unwilling to serve as Executor, then I nominate and appoint the others or survivors of them to serve as Executor of this, my Last Will and Testament. I direct that my said Executor, whoever

shall serve, shall not be required to give any 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 any section 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.

ITEM XI

TRUSTEES

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In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of either my wife, Betty B. Hale, or either of my children, Melinda Jean Tanner or James Albert Hale, III, either prior to or during the continuance of any said trust, then I direct that the others or survivors of them shall serve and act as Trustee of the trusts created in this, my Last Will and Testament, together with all the rights, powers, duties and discretion vested in the original Trustee. I hereby direct that the Trustee named herein shall not be required to give any bond or security for the performance of the Trustee's duties. The adult beneficiaries and the parents or legal guardians of minor beneficiaries then in existence may approve the accounts of any resigning Trustee and such approval shall be binding upon all persons whomsoever and shall be a full and complete discharge and acquittance of such Trustee. Upon any such change in the trusteeship, the title to any trust estate shall vest forthwith in any successor Trustee acting pursuant to the foregoing provisions hereof without the necessity of any court order or of any conveyance or transfer of trust assets.

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ITEM XII

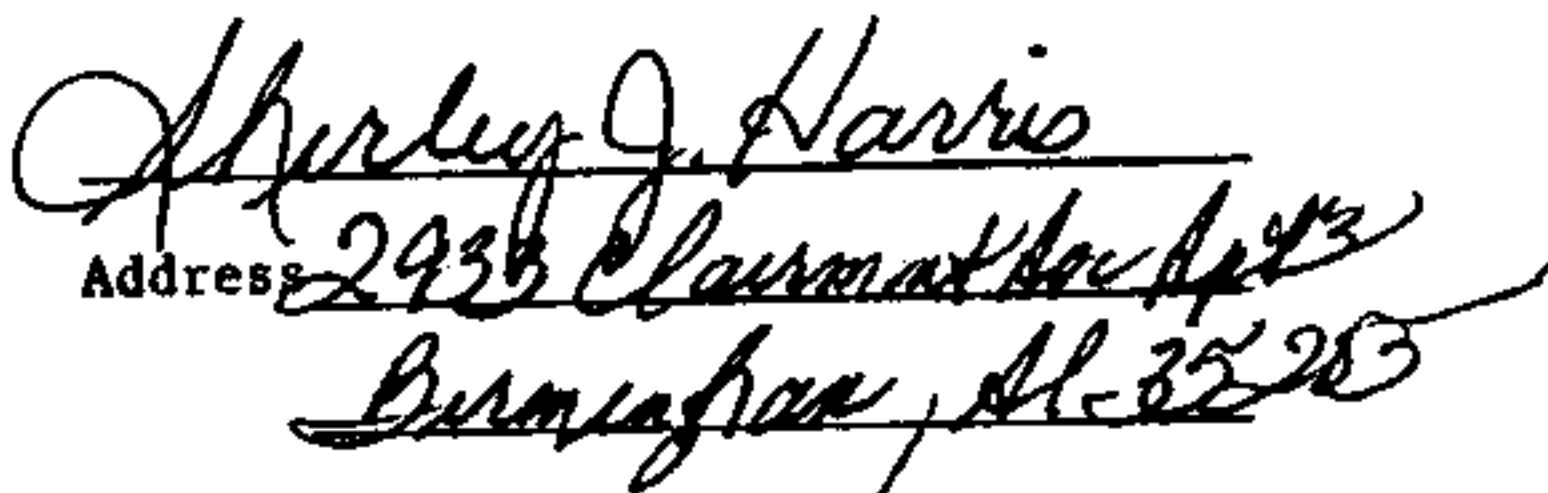
DEFINITIONS

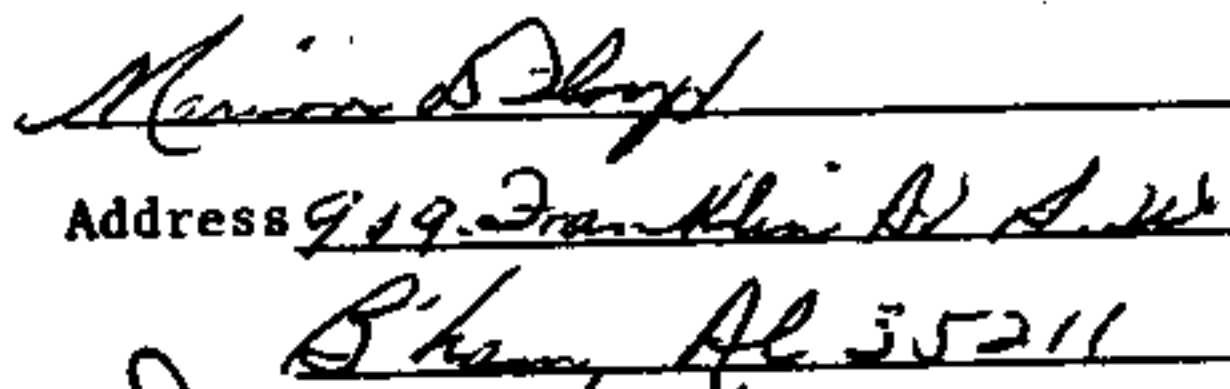
As used in my Will, the terms "issue", "descendants" and "lineal descendants" are intended to include any persons heretofore or hereafter born to or adopted by any descendant of mine, and my children, Melinda Jean Tanner and James Albert Hale, III, but any person who is adopted on or after age twenty-one (21) years, and the issue of such adopted persons, are intended to be excluded from this term. As used in my Will, the terms "child" and "children" are intended to include Melinda Jean Tanner and James Albert Hale, III. Where the context so permits, the terms "Executor" or "Trustee" and words of reference to my Executor or Trustee, shall mean, respectively, any person serving in that capacity, without regard to gender or number.

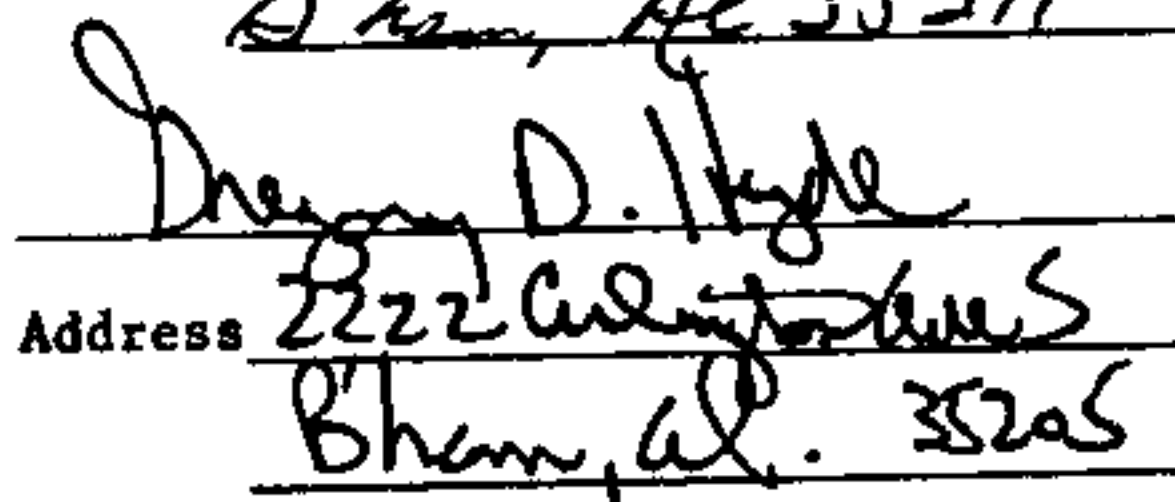
IN WITNESS WHEREOF, I, the undersigned, James Albert Hale, Jr., have hereunto set my hand and seal on this 19 day of January, 1982.


James Albert Hale, Jr. (SEAL)

SIGNED, SEALED, PUBLISHED and DECLARED by James Albert Hale, Jr. as and for his Last Will and Testament, in our presence, and we, in his presence and in the presence of each other, and at his request, have hereunto set our hands and seals as witnesses thereto on the day the same bears date.


Address 2935 Clairmont Ave Apt 43
Birmingham, AL 35223


Address 919 Franklin St S.W.
B'ham, AL 35211


Address 2222 Culbertson Ave S
B'ham, AL 35205

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FILED
IN OFFICE

'88 APR 28 AM 8:34

D.L. COCKRELL
REGISTER

E 03

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 8 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 James Albert Hale, Jr. Deceased and that said Will —

BOOK 231 PAGE 744 together with the proof thereof have been recorded in my office in Judicial Record, Volume 803, Page 757-757

In witness of all which I have hereto set my hand, and the seal of the said Court, this date June 28, 1983

PROBATE-98

O. H. Florence, Judge of Probate.

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

89 MAR 24 AM 9:06

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$ 65.00
Index Fee	1.00
TOTAL	66.00

I, Polly Conradi, Clerk of the Circuit Court of Jefferson County, do hereby certify that the foregoing is a true, correct and full copy of the instrument herewith set out as appears of record in said Court.

WITNESS my hand and the seal of said Court, this

the 20th day of Jan, 1989
Polly Conradi
CLERK