

124387

Last Will and Testament

OF

WARREN B. CROW

I, WARREN B. CROW, being over the age of eighteen (18) years, do hereby make and publish this as my last will and testament, hereby revoking any and all former wills and codicils made by me.

ITEM ONE

Provisions for Payment of Preferred Charges

I direct my executor to pay all of my debts and the expenses of administration of my estate. All estate and inheritance taxes (including any and all interest charges and penalties, if any) payable by reason of my death in respect of all items included in the computation of such taxes, whether passing by this will or otherwise, shall be paid by my executor as if such taxes were my debts, without recovery of any part of such tax payments from anyone who receives any items included in such computations.

I also direct my executor to pay all unpaid subscriptions made by me for religious, charitable or educational purposes, whether or not the same shall constitute debts, and I empower my executor, in my executor's sole discretion, to determine what constitutes a subscription as that term is used herein.

ITEM TWO

Disposition of Tangible Personal Property

All items of tangible personal property in my household are the property of my wife, with the exception of my own clothing and personal effects.

I give and bequeath to my wife, PAULINE M. CROW, absolutely, if she survives me, all of my items of personal use, including, but not limited to, books, jewelry, wearing apparel, boats,

1 filed in office this 18th
day of September 1981
for probate and record. O. H. Lawrence

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automobiles and other vehicles, and all policies and proceeds of fire, burglary, property damage, and other insurance on or in connection with the use of this property, but excluding cash on hand or on deposit, securities, choses in action, or other intangibles. If my said wife shall not survive me, I give and bequeath all of my said property for personal use to my surviving grandchildren, to be divided among them in as nearly equal shares as shall be practicable. If any of my said grandchildren shall be then deceased, the descendants of such deceased grandchild shall take his or her share of the property described in this paragraph, per stirpes.

If any property bequeathed in this ITEM shall become distributable to a minor, then the person having legal custody of such minor child (i) shall represent the minor in any division of the property, (ii) may give a binding receipt for and hold the minor child's share for his or her benefit, (iii) may sell any part or all of the share, and (iv) shall deliver the share or sale proceeds to the minor before or when the minor reaches legal age, all as that person considers advisable.

I give my executor full power and authority to determine which articles of property are described in this ITEM TWO and to sell such articles as are unwanted by the named beneficiaries and to add the proceeds to my residuary estate.

All costs of safeguarding, insuring, packing, and storing my tangible personal property prior to its distribution, and the costs of delivering such property to the appropriate beneficiary, shall be deemed administrative expenses of my estate.

ITEM THREE

I give, devise and bequeath to THE FIRST BAPTIST CHURCH OF BIRMINGHAM, ALABAMA, as trustee, property of my estate having a fair market value of TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) to be held in the WARREN B. AND PAULINE M. CROW HOME MISSION TRUST

FUND. The trustees shall be the BOARD OF DEACONS of THE FIRST BAPTIST CHURCH OF BIRMINGHAM, ALABAMA. The trustees shall have the powers and duties stated in ITEM FIVE of my will. The trustees shall collect the income from the trust estate, pay all necessary expenses of said trust and shall pay over at least annually the net income to home missions. In the event THE FIRST BAPTIST CHURCH OF BIRMINGHAM, ALABAMA, ceases to be a Baptist church, the trustees shall pay the corpus and any accumulated income to THE BAPTIST FOUNDATION OF ALABAMA (a corporation not for profit under the laws of the State of Alabama, with its offices in the City of Montgomery, County of Montgomery, State of Alabama).

I give, devise and bequeath to THE BAPTIST FOUNDATION OF ALABAMA (a corporation not for profit under the laws of the State of Alabama, with its offices in the City of Montgomery, County of Montgomery, State of Alabama) as trustee, property of my estate having a fair market value of TWENTY THOUSAND DOLLARS (\$20,000.00) to be held in the WARREN AND PAULINE CROW EDUCATIONAL TRUST FUND. The trustee shall have the powers and duties stated in ITEM FIVE of my will. The trustee shall collect the income from the trust estate, pay all necessary expenses of said trust and shall pay over at least annually the net income to ALABAMA BAPTIST CHILDREN'S HOME, Troy, Alabama.

ITEM FOUR

Disposition of Residuary Estate

I give to the trustee designated in ITEM FIVE of this will, to be held IN TRUST, all of my residuary estate, as defined in ITEM SIX of this will, to be administered as follows:

Section 1. Division of Residuary Estate.

(a) If my wife, PAULINE M. CROW, survives me, then as of the date of my death, the trustee shall set apart out of the trust property a separate trust named the Family Trust and shall allocate to the Family Trust all property which, as of the date of my death, is not "eligible trust property" (as defined in this

paragraph) and any property derived originally from such non-eligible trust property, and a fractional share of eligible trust property. "Eligible trust property" means property included in my gross estate for federal estate tax purposes, irrespective of the investment or reinvestment of property so included, or the sale or other disposition of property so included, to which the trustee shall be entitled pursuant to this will or from any other source, exclusive of property with respect to which a federal estate tax marital deduction for a fractional share would not be allowable if allocated to the trust named for my said wife (created later in this paragraph). The numerator of the fraction shall be the largest amount, if any, which, if allocated to the Family Trust, would result in no increase in federal estate tax payable at my death by reason of taking into account the unified credit and the credit for state death taxes (but only if use of the state death tax credit does not require an increase in the state death taxes paid which are computed by reference to that state death tax credit) allowable to my estate, but no other credits. The denominator of the fraction shall be an amount equal to the value of eligible trust property, as finally determined for federal estate tax purposes, irrespective of the investment or reinvestment of any such property, or the sale or other disposition of any such property. After providing for the allocation to the Family Trust, if any, the balance of eligible trust property shall be allocated to a separate trust named for my said wife. The trust named for my wife shall be administered as provided in Section 2 of this ITEM FOUR. The Family Trust shall be administered as provided in Section 3 of this ITEM FOUR.

(b) Upon my death, if my said wife does not survive me, I give, devise and bequeath my entire residuary estate in accordance with the terms and provisions of Section 4 of this ITEM FOUR.

(c) If there is not sufficient evidence as to whether my said wife survived me, all of the provisions of this ITEM FOUR shall be given effect in like manner as if my wife had survived me and died immediately after my death.

Section 2. Administration of Trust Named For My Wife. The trustee shall hold and administer the trust named for my wife as follows:

(a) During the life of my wife, the trustee shall pay to her all of the net income of this trust quarterly or more frequently.

(b) During the life of my wife, the trustee shall pay to her such part or parts of the principal of this trust as my trustee, in my trustee's sole discretion, determines to be necessary for her education, health, support, or maintenance in the standard of living to which she was accustomed at the time of my death.

(c) No person, including my wife, shall have a power to appoint any part of this trust to any person other than my said wife.

(d) Upon the death of my wife, the trustee shall distribute the then remaining principal of this trust to such one or more persons who are descendants of mine, or who at any time are married to a descendant of mine, as my wife shall appoint by her last will, making specific reference to this power of appointment, or in default of the exercise of such power of appointment, the trustee shall distribute the then remaining principal of this trust in accordance with the terms and provisions of Section 6 of this ITEM FOUR.

Section 3. Family Trust. Upon my death, if my said wife survives me, I direct that the Family Trust shall be divided into so many equal shares that one share shall be set apart for each of the following who shall survive me: my son, WARREN B. CROW, III, and my grandchildren, WARREN BAKER CROW, IV, WILLIAM WALKER CROW, and ELISABETH CROW BRANCH; provided, if my said son shall not survive me, his share of the Family Share shall lapse; provided further, if any grandchild of mine is then deceased with descendants surviving, the share of such property that would have been set apart for such deceased grandchild shall be set apart for his or her then living descendants in equal shares, per stirpes.

Each share so set apart for a then living grandchild of mine shall thereupon be paid over and distributed to him or to her, absolutely. Each share so set apart for the descendants of a deceased grandchild of mine shall be paid over and distributed to such descendants in equal shares, per stirpes, subject to the provisions of Section 5. The share so set apart for my said son shall be held by my trustee, IN TRUST, for the benefit of my said son, to be held and administered as follows:

(a) During the life of my son, the trustee shall pay to him all of the net income of this trust share.

(b) In the event the income payable hereunder and all other resources available to my son shall be deemed at any time insufficient for the health, support, maintenance and education of my son, the trustee may pay to or for the benefit of my son from the principal of this Trust share such amounts as the trustee, in the trustee's sole discretion, shall deem necessary for such purposes.

(c) Upon the death of my said son, the trustee shall pay over and distribute the then remaining principal of this trust and any amounts of undistributed income thereof to the lineal descendants of my said son, in equal shares, per stirpes.

Section 4. Alternate Disposition of Residuary Estate.

In the event that my said wife does not survive me, I give and devise my residuary estate as follows:

(a) Upon my death, if I die before January 1, 1990 and if my said wife does not survive me, and if my said son does survive me, my executor shall divide my entire residuary estate into shares in the same proportions as described in Section 3 entitled Family Trust and shall distribute such shares or hold and administer them, as the case may be, in accordance with the provisions of said Section; provided, however, if any of my grandchildren is then deceased with descendants then living, the share set apart for such descendants shall be equal only to the amount of the exemption from generation-skipping transfer tax that is available to my estate under the provisions of SEC. 2631 of the Code after consideration of all gifts made during my lifetime and devises under the other provisions of this will, and the remainder, if any, of the share that would have been set apart for the descendants of such deceased grandchild shall become a part of the shares set apart for my surviving grandchildren.

(b) Upon my death, if I die on or after January 1, 1990 and if my said wife does not survive me, and if my said son does survive me, my executor shall divide my entire residuary estate into two shares as follows: The first such share ("Share I") shall be comprised of property equal in value to the exemption from federal generation-skipping transfer tax which is available to my estate under the provisions of SEC. 2631 of the Code after consideration of all gifts made by me during my lifetime and all devises under other provisions of this will; the second such share ("Share II") shall be comprised of the remainder of my residuary estate.

(i) Share I shall be divided into so many equal shares that one such share shall be set apart for each grandchild of mine who is then living and one such share shall be set apart for each grandchild of mine who is then deceased with descendants then living. Each share so set apart for a living grandchild of mine shall thereupon be paid over to him or her, absolutely. Each share so set apart for a deceased grandchild of mine with living descendants shall thereupon be paid over and distributed in equal shares, per stirpes, to such descendants, subject to the provisions of Section 5.

(ii) Share II I give and devise to my trustee, IN TRUST, for the benefit of my said son, to be held and administered for the uses and purposes, upon the terms and conditions, as set out in Section 3 in paragraphs (a) and

(b); provided, however, at the death of my said son, the trustee shall pay over and distribute the then remaining principal of this trust and all undistributed or accrued income thereof to such persons or entities as my said son shall appoint in his last will, making specific reference to this general power of appointment; or in default of the exercise of this power of appointment, the trustee shall distribute this trust share to the lineal descendants of my said son in equal shares, per stirpes.

(c) Upon my death, whether before or after 1990, if both my wife and my son have predeceased me, my entire residuary estate shall be divided into so many equal shares that one share shall be set apart for each living grandchild of mine and one share shall be set apart for each deceased grandchild of mine with descendants surviving. Each share so set apart for a then living grandchild of mine shall thereupon be paid over and distributed to him or to her, absolutely. Each share so set apart for the descendants of a deceased grandchild of mine shall be paid over and distributed to such descendants in equal shares, per stirpes, subject to the provisions of Section 5.

Section 5. Trusts for Minor Descendants. Notwithstanding any foregoing or following provisions of this ITEM FOUR, if any principal of my residuary estate or of any trust created under this will becomes distributable to a descendant of a grandchild of mine who has not attained the age of nineteen (19) years when such principal would so become distributable to him or to her, such principal shall vest in such descendant, but my trustee shall hold such principal separately, IN TRUST:

(1) Until the date of the nineteenth birthday of such minor descendant, to accumulate or to appoint to him or to her such amounts of the net income of this trust as my trustee, in my trustee's sole discretion, shall determine to be necessary for his or her education, health, support, or maintenance.

(2) Until the date of the nineteenth birthday of such minor descendant, to appoint to him or to her such part or parts of the principal of this trust as my trustee, in my trustee's sole discretion, shall determine to be necessary for his or her education, health, support, or maintenance.

(3) Upon the date of the nineteenth birthday of such minor descendant, to distribute to him or to her all of the then remaining principal and all amounts of accumulated or accrued income, if any, of this trust, absolutely.

(4) Upon the death of such minor descendant prior to the date of his or her nineteenth birthday, to distribute the then remaining principal and all amounts

of accumulated and accrued income, if any, of this trust as such minor descendant shall appoint by his or her last will, or in default of or subject to such appointment, to the then living descendants of such minor descendant, or, in default of such then living descendants, to the then living brothers and sisters of such minor descendant, or in default of such living descendants or brothers and sisters of such minor descendant, to my then living descendants, all of such distributions to be per stirpes and absolute; provided that, if such a distribution in default of appointment by such minor descendant is to be made pursuant hereto to a then living descendant or to a brother or sister of such minor descendant or to another then living descendant of mine, and there then exists a trust or trusts created hereunder for the benefit of such descendant or brother or sister of such minor descendant or other descendant of mine, then the said distribution shall be made to said trust or trusts to be administered pursuant to the terms thereof.

Section 6. Disposition of Trust Named for Wife in Default of Appointment. If my said wife shall survive me and upon her death shall fail to exercise the power of appointment granted to her under the provisions of Section 2 hereunder, the remainder of the trust named for her shall be distributed as follows:

(a) If my said son is not then living, the remainder of the trust named for my wife shall be distributed according to the terms of paragraph (c) of Section 4.

(b) If my wife dies before January 1, 1990, and if my said son is then living, the remainder of the Marital Share trust shall be divided in the same proportions as were set out in Section 3 entitled Family Trust and such shares shall be distributed or held and administered, as the case may be, in accordance with the provisions of said Section; provided, however, if any of my grandchildren is then deceased with descendants then living, the share set apart for such descendants shall be equal only to the amount of the exemption from federal generation-skipping transfer tax that is available to the estate of my wife at her death under the provisions of SEC. 2631 of the Code, after consideration of all gifts made by her during her lifetime and any generation-skipping transfers under the terms of her will or attributable to her estate for any reason, and the remainder, if any, of the share that would have been set apart for the descendants of such deceased grandchild shall become a part of the shares set apart for my surviving grandchildren.

(c) If my wife dies on or after January 1, 1990, and if my said son is then living, the remainder of the Marital Share trust shall be divided into two shares, the first such share ("Share I") being comprised of property equal in value to the exemption from federal generation-skipping transfer tax which is available to the estate of my wife under the provisions of SEC. 2631 of the Code, after consideration of all gifts made by

her during her lifetime and any generation-skipping transfers under the terms of her will, and the second such share ("Share II") being comprised of the remainder. Said shares shall be administered in accordance with the provisions of paragraphs (i) and (ii) of Section 4.

Section 7. Disposition of Disclaimed Portion. Any interest in the trust named for my wife with respect to which my said wife shall make a "qualified disclaimer" pursuant to the provisions of SEC. 2518 of the Code, as amended, shall be distributed as though my wife had predeceased me, in accordance with the terms of Section 4 of this ITEM FOUR.

Section 8. Ultimate Disposition. In the event that upon my death or upon the termination of the last trust to be subsisting under the terms hereof, there is no person then living to whom the principal of my residuary estate or of such trust is distributable hereunder, then the principal of my residuary estate or of such last subsisting trust, and all amounts of accumulated and accrued income, if any, shall be distributed absolutely by my executor or trustee to such persons who would have been entitled to share in my residuary estate under the laws of intestacy of the State of Alabama in effect on such date, in the same manner as if I had died intestate on the date of my death or upon the date of the termination of such last subsisting trust, as the case may be.

ITEM FIVE

Provisions Applicable to Residuary Trusts.

The provisions of this ITEM FIVE shall apply to each residuary trust and to each share thereof created in ITEM FOUR of this will.

Section 1. Nomination and Appointment of Trustee. I nominate and appoint my wife, PAULINE M. CROW, and my son, WARREN B. CROW, III, as trustee of the residuary trusts created hereunder. In the event of the death, resignation, or failure to qualify or act in such capacity of either, I nominate and appoint

WARREN BAKER CROW, IV to act in his or her stead as my trustee. In the event of the death, resignation, or failure to act in such capacity of both first-named trustees hereunder, I nominate and appoint WARREN BAKER CROW, IV as sole trustee.

Section 2. Considerations of Trustee. In exercising the trustee's power to appoint income and principal, or either, my trustee may consider or ignore as my trustee, in my trustee's sole discretion, deems advisable any other resources which the objects of the powers may have of which my trustee has knowledge, but in all instances my trustee shall ignore the interests of succeeding beneficiaries, and the judgment of my trustee shall be conclusive as to whether and to what extent, when and for whose benefit, my trustee's powers to appoint income and principal, or either, shall be exercised. Unless otherwise directed in any appointment, no distributions of income or principal shall be taken into account in making any subsequent distribution of income and principal, whether interim or final, and whether by appointment or otherwise.

Section 3. Direct Payments. Any part of the net income of or the principal of any share or interest in any trust created in this will which shall become payable to any descendant of mine under the applicable provisions of ITEM FOUR hereof during such time as such descendant may be under the age of nineteen years may, in the sole discretion of my trustee, be paid for the education, health, support, or maintenance of such descendant directly to the person or persons rendering the service or services in respect of which such payments are made, or, in the discretion of my trustee, such payments may be made directly to such descendant for any such purpose, all without the necessity of appointing a legal guardian for such descendant. The balance of the net income not so used for such minor descendant, and the income from such net income, shall be added to and thereafter deemed for all purposes hereof a part of the principal of the

interest apportioned to such minor descendant. The trustee shall be fully protected with respect to any payments which may be made in the manner authorized in this section.

Section 4. Interests Not Liable for Debts. It is hereby expressly provided that no interest of any beneficiary hereunder, whether vested or presumptive and whether the interest of such beneficiary is to receive income or principal, shall be subject to assignment by such beneficiary or shall be liable in any way for such beneficiary's debts.

Section 5. Limitations for Final Vesting. In the event that, under any provisions of this will, absolute vesting of any interest in any share of any trust created in this will is deferred beyond the period allowed by law, then I declare that upon the happening of the latest event permitted by law after my death, or twenty-one years after the death of the survivor of the beneficiaries named in this will who were living on the date of my death, whichever of such events first occurs, the said interest shall vest absolutely in and forthwith shall be distributable to the person or persons then presumptively entitled thereto, whatever his, her, or their attained ages.

Section 6. Liability of Trustee. The trustee shall not be required to pay any interest on any money while awaiting distribution or investment under the terms hereof and shall be entitled to reimbursement for all necessary or proper expenses incurred in the administration and protection of the residuary trusts, or any part thereof, to be paid out of any funds in the trustee's hands.

No person or persons dealing with the trustee at any time acting as such hereunder shall be under any duty or obligation to see to the proper application or disposition of the purchase price of any property sold by the trustee, or to see to the proper disposition of any money or property loaned or delivered to the trustee.

Section 7. Discharge of Trustee. If at any time the trustee shall determine that the value of any trust created hereunder is less than Twenty Five Thousand Dollars (\$25,000), the trustee may (but need not) distribute the trust to the beneficiary thereof if such beneficiary is not then under a legal disability. As and when a final distribution is made in accordance with the provisions of this will of the principal of any share of any trust created in this will or any interest therein, the trust shall terminate with respect to the share or interest therein so distributed and the trustee for such share or interest shall stand discharged to the extent of such distribution.

Section 8. Creation Date of Trusts. The trusts created in this will shall be treated by my executor and trustee as operating from as early a date after my death as my executor can determine, with reasonable certainty, the property in my net estate, whether the trust property shall then be actually paid over to the trustee and set aside or not.

Section 9. Powers of Trustee. In the management and control of the residuary trusts, the trustee may do and have done with respect to the residuary trusts, and every share thereof, all things which, in the sole judgment and discretion of the trustee, may seem necessary, desirable or proper to protect, promote, or conserve the interest thereof and of the beneficiaries hereunder in like manner as if the trustee were entitled to said property beneficially, and every determination of the trustee in the construction of powers or in any manner with respect to which the trustee may be empowered to act or exercise discretion hereunder, whether upon a question formally or actually raised or implied in any act or proceeding of the trustee in relation to the premises, shall be binding upon all persons interested in the residuary trusts. Notwithstanding any other provision of this instrument, upon a written direction from

my wife, the trustee of the Marital Share trust shall make productive any unproductive property held by the trustee or shall convert the same into productive property within a reasonable time after receipt of such request.

The powers and discretions vested in the trustee in the preceding paragraph may be exercised at any time before actual distribution, as deemed advisable, after as well as before final vesting of any estate or interest therein. Without in anywise limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers hereby vested in the trustee, I direct that the trustee shall have and, without notice to anyone or order of any court, may exercise with respect to all trusts, and each share thereof, each and all of the following powers, among others, to be broadly construed:

(a) From time to time, to invest any and all funds coming into the hands of the trustee hereunder on any account whatsoever and forming a part of the trusts in such property, investments, or securities (including shares or participations in mortgages or other investments) as the trustee deems advisable, whether or not the same are or may be such as are authorized or deemed proper for investment under the constitution or laws of the State of Alabama or of any other state or of the United States or under the rules of any court having jurisdiction, whatever the location thereof; to hold and retain without liability for loss or depreciation any property or securities transferred to the trustee or to which the trustee becomes entitled, including any partnership interest (whether general, limited or special), shares of regulated investment companies or trusts (whether open-end or closed-end), or stock or interest in any family corporation, partnership or enterprise, without regard to any statutory or constitutional limitations applicable to the investment of funds and though the retention might violate principles of investment diversification, so long as the trustee shall consider the retention for the best interests of the trust; to convert real into personal property and personal into real property; to improve or cause or permit real property to be improved and to abandon, either to a beneficiary or to others, any property or rights which the trustee deems to be without substantial value or to involve hazard.

(b) To lease, rent, grant easements over, subdivide; sell, exchange, or otherwise dispose of, at private or public sale, and to make contracts of any character whatsoever, whether in aid of or dissimilar to the foregoing, with respect to all or any part of the trusts or property therein which may be held by the said trusts; to assign, transfer and convey any or all of the trusts, or any property or interest therein

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which may be held by the said trusts; to assign, transfer and convey any or all of the trusts, or any property or interest therein, at such times, for such term (even though the same may extend beyond the termination of the trusts herein created), for such consideration and upon such conditions as the trustee may deem proper, and, in any case, without liability on the part of the lessee, purchaser, assignee, or transferee to see to the proper application of the purchase price or other consideration; and to exercise such powers under any power or authority or in the performance of any duty conferred or imposed on the trustee hereunder.

(c) To manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, association, or public or private entity at any time subject to the trusts, to concur in any plan, scheme, or arrangement for the consolidation, merger, conversion, recapitalization, reorganization, or dissolution, or the lease or disposition of the properties of any such corporation, trust, association, or public or private entity, or the refunding of the obligations of any thereof, and, generally, to participate in and become a party to any such plan, scheme, or arrangement, and to agree so to do by deposit with a protective or other committee or trustee or otherwise, whether or not any such plan, scheme, or arrangements may have been proposed or promulgated, and to accept any securities of any denomination or description of any corporation, trust, association, or public or private entity which may be a party to or result from any such plan, scheme, or arrangement, and, generally, to represent the trusts at any and all meetings of the holders of any of the aforesaid securities, either personally or by proxy, with or without power of substitution, and at any such meeting to vote upon any matter submitted thereto, ordinary or extraordinary, including the designation of any officer of the corporate trustee as a director or other manager of any such corporation, trust, association, or public or private entity. To exchange, and to agree or consent to the exchange by others, without participating in such exchange, of any securities of any corporation for other securities of the same corporation of a different class entitled to or subject to preferential, subordinate, or limited rights.

(d) To collect all debts and enforce all obligations at any time belonging to the trusts and to extend the time for the payment of the same in such manner, by such processes, and upon such terms as the trustee may deem proper; to make any arrangements with tenants, including the reduction or other change in rentals; to compromise or submit to arbitration any matter in dispute, including any liability of, or charge against, the trusts or any beneficiary thereof, for taxes of any kind whatsoever, and to purchase and join with others in purchasing any property which may be subject to a lien in favor of the trusts.

(e) To hold bonds, notes, and other securities in bearer form and to omit to register them; to hold stocks, bonds, notes, or securities, or property in names other than those of the trustee with a power of attorney for their transfer, or in the name of the

trustee, without any indication that the securities or property are held in trust or disclosure of the fiduciary capacity of the trustee:

(f) To collect and keep account of all income from the trusts as distinguished from the principal, and to regard as principal the funds originally constituting the trusts, and the funds and property which may be subsequently transferred to the trustee hereunder, all investments and reinvestments thereof, and all property received in substitution or exchange therefor, or upon the sale or other disposition thereof, whether any such funds or property were or were not productive of income, and all dividends or other distributions received in partial or complete reorganization, recapitalization, reconstruction, or liquidation of any corporation, trust, or association, and, likewise, all dividends or other distributions payable in the stock or other securities of any corporation, trust, or association paying the same, except such periodical or other dividends and distributions so payable as may, in the opinion of the trustee, be received or paid in lieu of cash dividends; to set up and vary such reserves for depletion, depreciation, obsolescence, amortization, repairs, indebtedness, or liabilities as the trustee may deem advisable to provide for any such contingencies; and, generally, to determine what receipts otherwise constitute income and principal, respectively, and what losses and expenses constitute charges to income and principal, respectively, and in what periods account thereof should be taken, without regard to the laws of Alabama relating to the same and to what shares or interests in the trusts the same shall be allocated, all as may seem fair and reasonable in the circumstances; and to apply income to the payment of debts or taxes owing by, or chargeable against the trusts, or secured by lien on any of its property, if deemed advisable by the trustee, but with a preservation of a charge on principal for the beneficiary of such income.

(g) Upon the death of any beneficiary hereunder who is at the time of his or her death entitled to any income from the trusts, to pay the reasonable funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus of the share, or presumptive share, of the trusts for any such beneficiary then remaining in trust.

(h) To acknowledge indebtedness; to give bond with a surety or sureties for, and to secure and to extend time for the payment of, any taxes or other obligations of the trusts, or of any beneficiary thereof, which may constitute an obligation of the trusts or a lien upon any property subject to the trusts, and to agree upon the amount of such obligations, with or without compromise.

(i) To renew or extend any indebtedness of the trusts existing at any time; to borrow any money from any lender, privately and without order of court, which the trustee may deem advisable for the protection or proper administration of the trusts or for the exercise of powers hereunder; to mortgage, pledge, or otherwise hypothecate any of the trusts for the purposes of securing any loan, advances by the trustee or other

obligations; from time to time to advance money to the trusts from the private funds of the trustee, or from the funds of any other trust administered by the trustee for any purpose or purposes authorized by the trust, and to apply any funds of the trusts to reimbursement for any monies so advanced and interest thereon.

(j) To pay and to reimburse the trustee for all expenses or expenditures deemed by the trustee to be reasonably necessary or desirable to be incurred or made in the administration or for the benefit of the trusts, including interest, taxes, insurance premiums in respect of insurance on any property or activity of the trustee, and compensation to the trustee and to such attorneys or agents as the trustee may consider necessary or desirable to employ in such administration.

(k) In making any apportionment or distribution of principal or income of the trusts, or any share or shares thereof, whether partial or final, under the provisions herein set forth or for any other purpose, to determine whenever necessary the total value of the trusts and of any share or shares thereof, and to select the item or items of property to be paid over and distributed to the party or parties from time to time respectively entitled thereto, all without securing from any court any valuation or determination of valuation or direction as to specific items of property to be paid over or distributed.

(l) To appropriate to the trusts, or any shares thereof, or designate for division into shares, or to retain without division into shares, or without designation to indicate any such division or appropriation, all or any property to which from time to time the trustee may be entitled as trustee of the trusts and of any other trust, and so that, unless otherwise indicated, the property from time to time held by the trustee shall be deemed proportionately allocable to each share herein provided for of the trusts.

(m) To fix and change fiscal periods according to which records may be kept, amounts of income and deductions determined, and returns of income prepared and filed, and to determine what adjustments should be made on account of such changes.

(n) From time to time and prior to distribution, but for such term as may be permitted by law, to assign and transfer, or to join with others in assigning or transferring, to one or more voting trustees, who may be or include any officer of the corporate trustee, all or any of the shares of stock comprising a part of the trusts in any corporation in which the relative voting power of the trusts is, in the opinion of the trustee, substantial and which may be then or thereafter distributable; to select the voting trustee or trustees, and to declare and consent to the trusts, the terms, and the other conditions and provisions for, upon, and subject to which any such shares of stock shall be held.

(o) To hold separate trusts wholly or partly in solido for convenience of investments and administration.

Section 10. Special Powers of Trustee. I specifically authorize (but do not direct) my trustee to divide any trust hereunder at any time into two separate trusts in order that the federal generation-skipping transfer tax inclusion rate for each such trust shall be either zero or one. My trustee is further specifically authorized to pay over to the personal representative of the estate of my son such amounts of Federal and state estate tax as are attributable to the property over which I have granted my son a general testamentary power of appointment under the terms of this will, as calculated under SEC. 2207 of the Code, if my said son fails to exercise the power, and to pay over to the personal representative of the estate of my wife such amounts of Federal and state estate tax as are attributable to the qualified terminable interest property included in her estate, as calculated under SEC. 2207A of the Code.

ITEM SIX

Construction of the Will

Section 1. Definition of Terms. By "residuary estate", I mean all the rest and remainder, after the distributions and disbursements described in ITEMS ONE, TWO, and THREE, of all property of any and all kinds whatsoever and wheresoever situated of which I may die seized, or in which I have any interest at the time of my death, or to which my executor may become entitled after my death.

By "child" and "children", I mean a descendant or descendants of mine of the first generation.

By "descendant", I mean any lineal descendant of mine, including any adopted person, provided such person is adopted before attaining sixteen (16) years of age.

Section 2. Designation of Fiduciaries. Except as otherwise specifically provided in this will, whenever the words "executor" and "trustee" appear in this will, such terms will be deemed to designate all parties, whether one or more, from time to time qualified and acting as such executor or trustee, as the case may be, under this will.

Section 3. Intent with Respect to Marital Gifts. The bequests and devises to my wife under the terms of this will are in lieu of any homestead allowance, family allowance, personal property exemption, or any other statutory right in my estate.

Section 4. Intent with Respect to Generation-Skipping Transfer Tax. It is my intent that neither my estate nor the estate of my wife shall be subject to federal generation-skipping transfer tax, and any questions of construction of this will shall be resolved in such manner as to effect such a result.

ITEM SEVEN

Provisions Respecting the Executor

I nominate and appoint my wife, PAULINE M. CROW and my son, WARREN B. CROW, III, as executors of this my last will and testament. If either shall predecease me or for any reason shall fail or cease to serve, I nominate and appoint WARREN BAKER CROW, IV to act as executor in his or her stead. In the event neither of my first-named executors is able or willing to serve as executor, I nominate and appoint WARREN BAKER CROW, IV as sole executor.

During the period that my executor administers my estate, and prior to the delivery of the assets of the estate to the trustee entitled thereto, or any interest therein under the provisions of ITEM FOUR hereof, I confer on my said executor all the rights, powers, and duties, and grant thereto all the exemptions and privileges herein imposed upon and invested in

such trustee in ITEM FIVE, in addition to the following specific powers:

(a) In the event it becomes necessary to have an administration of my estate or any trust created hereunder in any state other than Alabama, to nominate and appoint any person or entity as ancillary administrator and compensate such administrator for his or its services.

(b) In the discretion of my executor, to claim expenses as either income tax deductions or as estate tax deductions when such an election is permitted by law, and to make such adjustments of tax between income and principal and between my estate and the beneficiaries thereof as my executor deems appropriate, all without liability of my executor as a result of such adjustments.

(c) In making any apportionment or distribution of my residuary estate to the residuary trusts, or to any share or shares thereof, whether partial or final, under the provisions herein set forth or for any other purpose, to determine the total value of and to select the assets so to be apportioned or distributed, all without securing from any court any valuation or determination of valuation or direction as to specific items of property so to be apportioned or distributed, and to apportion and distribute to the residuary trusts or to any share or shares thereof any properties to which from time to time my executor may be entitled as the representative of my estate, and to make non-prorata distributions of said assets to the residuary trusts.

(d) To allocate, without court approval, any federal exemption from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of the said tax (whether or not such property is included in my probate estate) and to exclude any such property from such allocation.

I direct that no executor acting hereunder shall be required to give bond for the faithful performance of his or her duties, and, so far as I am able, I hereby relieve my said executor from the necessity of making any report to, or filing inventories in any court as executor of this will.

IN WITNESS WHEREOF, I, WARREN B. CROW, the testator, sign my name to this instrument this 1st day of September, 1987, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am

eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Warren B. Crow (L.S.)
WARREN B. CROW
Testator

We, _____, Peggy M. Hamilton, and John W. Gant, Jr.
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
witness to the testator's signing, and that to the best of our
knowledge the testator is eighteen (18) years of age or older, of
sound mind, and under no constraint or undue influence.

Peggy M. Hamilton
WITNESS

John W. Gant, Jr.
WITNESS

WITNESS

STATE OF ALABAMA)

JEFFERSON COUNTY)

Subscribed, sworn to, and acknowledged before me by WARREN
B. CROW, the testator, and subscribed and sworn to before me by

_____, Peggy M. Hamilton, and
John W. Gant, Jr., witnesses, this the 1st day of
September, 1987.

Lynn Bailey Gault
NOTARY PUBLIC

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 has ____ 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 WARREN B. CROW Deceased and that said Will _____

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

In witness of all which I have hereto set my hand, and the seal of the said Court, this date Sept. 18, 1987.

PROBATE-92

O. H. Florence Judge of Probate.

BOOK 313 PAGE 327

VOL 163 PAGE 289

CERTIFICATE TO COPIES

PROBATE-67

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, Peggy A. Proctor, 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 Warren B. Crow, deceased, together with
the Certificate to the Probate thereof.

XXXXXXXXXXXX

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



Given under my hand and seal of said Court, this
the 14th day of October, 19 87

Peggy A. Proctor

Chief Clerk

BOOK 313 PAGE 328

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

SEPTEMBER TERM 1987

WARREN B. CROW

CASE NO. 124387

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 Warren B. Crow, III And Warren Baker Crow, IV

Execut ors named in said will, who ha ve complied with the requisitions of law and who are authorized to take upon themselves the execution of such will.

Witness my hand this date, September 18, 1987

93026

O. H. FLORENCE

Judge of Probate

Deed Tax \$
Mtg. Tax \$
File Fee \$
Recording Fee 57.50
Indexing Fee 200
Total 59.50

I, Peggy A. Proctor, 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, October 14, 1987

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

90 OCT -5 PM 2:38

JUDGE OF PROBATE

Peggy A. Proctor
Chief Clerk

1. Deed Tax	\$
2. Mtg. Tax	\$
3. File Fee	\$
4. Recording Fee	\$ <u>57.50</u>
5. Indexing Fee	\$ <u>200</u>
6. Court Fees	\$ <u>1.00</u>
Total	\$ <u>61.50</u>

