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LAST WILL AND TESTAMENT

OF

NELL L. STARLING

I, NELL L. STARLING, a resident of Lexington, Virginia, of sound mind and disposing memory hereby make, publish and declare this as and for my last will and testament revoking all former wills and codicils made by me.

FIRST: I direct that my executor hereinafter named, pay all of my just debts, costs of administration and funeral expenses as soon after my death as practicable. All estate, inheritance or succession taxes shall be paid from the residue of my estate as provided in the Seventh Article of my will.

SECOND: I give and bequeath my tangible personal property as follows:

A. I may leave a list with my will designating items to go to those persons specified therein, and I request that my executor distribute those items accordingly.

B. The balance of my tangible personalty I leave to my husband, JAMES H. STARLING, if he survives me. If my husband does not survive me, said tangible personalty shall go to my son, JOHN L. STARLING, or if he does not survive me, to my surviving grandchildren in equal shares.

THIRD: I give and bequeath the sum of TWO THOUSAND DOLLARS (\$2,000.00) to GEORGE W. EVANS and MARY EVANS, or to either who may have survived the other.

FOURTH: The home in which I live on Paxton Street, Lexington, Virginia, is owned jointly by my husband, James H. Starling, and myself and will pass by survivorship. It was built with funds contributed about equally by my husband and myself.

FIFTH: I am the owner of residential rental property in Montevallo (Shelby County), Alabama, which I inherited from my father, John R. Lewis. If I still own this property at the time of my death, I give and devise it to my son, John L. Starling, of Montgomery, Alabama and direct that title be transferred to him.

Margaret L. Starling
1354 Woodley

Nell L. Starling

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SIXTH: All the rest and residue of my property, real or personal, of whatever nature and wherever located, to which I shall be legally or equitably entitled, I give, devise and bequeath, after payment of taxes as provided in the Seventh Article of this will, to the trustees hereinafter named, said amount to be placed in a trust to be known as the JOHN L. STARLING TRUST, for the use and purposes and with the rights, powers, and duties and discretions hereinafter set forth, namely:

1. If my husband, James H. Starling survives me, then the net annual income from said Trust shall be paid by said trustees to my husband in periodical installments and at least quarter-annually during and through his lifetime;

2. My trustees are given authority to expend portions of the corpus of the Trust for the maintenance and support of my husband. The corporate trustee shall be the sole judge as to the necessity for such expenditures;

3. If my husband, James H. Starling, does not survive me, then at my death, or if he survives me, then at his death, the balance of the Trust shall be disposed of as follows:

a. In the event that my son, John L. Starling, survives me; the trustees are to continue to hold the assets therein remaining after the death of my husband, and pay over to my son, John L. Starling, the net income from said Trust not less frequently than quarter-annually, as long as he lives. If in the opinion of my corporate trustee, the income is insufficient for his support and maintenance, taking into account other resources available to him, my corporate trustee is authorized to expend so much of the principal as it feels, in its sole discretion, is necessary for this purpose.

b. At the death of my son, John L. Starling, the John L. Starling Trust shall continue to be held by my trustees in trust for my surviving grandchildren and the issue of any deceased grandchild until the youngest grandchild reaches the age of thirty-five years or until twenty-one years from the death of my son, John L. Starling, whichever occurs first. During the life of the Trust, the income shall be paid over to or applied for the

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benefit of my grandchildren or issue of such, per stirpes, in equal shares no less than quarter-annually. If in the opinion of my corporate trustee, the income is insufficient for their support and maintenance, taking into account other resources available to them, my corporate trustee is authorized to expend so much of the principal as it feels, in its sole discretion, is necessary for this purpose. As each grandchild reaches the age of thirty-five years, unless the Trust has terminated prior thereto, his pro rata share of the corpus and accumulated income shall be paid to him and the Trust shall terminate as to him. Upon termination of the Trust a pro rata share of accumulated income and principal shall be paid to each grandchild and the issue, per stirpes, of any deceased grandchild whose interest in the Trust has not been terminated previously.

Should my son predecease my husband, James, the Trust shall terminate no later than twenty-one years from the date of his death.

c. If at the death of my son, or of my husband, James, if he survives him, there are no surviving grandchildren of mine nor issue of such, my trustees shall divide the corpus and accumulated income into four equal shares to be distributed as follows:

i. Two-fourths to Washington and Lee University to establish the James H. and Nell L. Starling Scholarship Fund, the income therefrom to provide scholarships for needy pre-medical students. If no students qualify in any year, the income may accumulate for this purpose;

ii. One-fourth to the Lexington Presbyterian Church to be placed in trust, the income to be used for needy older members of the church, including those who may need assistance at Sunnyside;

iii. One-fourth to McCallie School at Chattanooga, Tennessee, to be held as the John L. Starling Scholarship Fund, the income to be used for the expenses of needy students.

d. My executors and trustees are authorized to consolidate the John L. Starling Trust with the John L. Starling Trust created in the will of my husband, James, in the event that he predeceases me.

Nell L. Starling

SEVENTH: All estate, inheritance, and other succession or transfer taxes (including any interest and penalties thereon) imposed by any domestic or foreign laws with respect to all property taxable under such laws by reason of my death, whether or not such property passes under my will and whether such taxes be payable by my estate or by any recipient of any such property, shall be paid by my executor out of that part of my estate disposed of by the Sixth Article, before the establishment of the John L. Starling Trust therein provided for. All payments made pursuant to the provisions of this Seventh Article shall be considered as part of the expenses of the administration of my estate with no right of reimbursement from any recipient of any such property. My executor is authorized to file joint United States and other income tax returns with my husband and to pay out of my estate disposed of by the Sixth Article, any such taxes due with respect to such returns. My executor shall have discretion to deduct expenses either for income tax or succession tax purposes, or apportion the same, as to him it may seem best, without being required to make any reimbursement or adjustment for the benefit of any party adversely affected by such election, but he may make such reimbursements or adjustments as he deems appropriate.

EIGHTH: If my said husband, shall die simultaneously with me or under such circumstances as to render it impossible to determine who predeceased the other, I direct that I shall be deemed to have predeceased my said husband and that the provisions of this will shall be construed upon that assumption, notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

NINTH: A. A receipt from a minor beneficiary, or from any person to whom payment is made or property delivered for him, for property delivered in kind or payment made to him shall exonerate my executor or trustees.

B. Should the property held in trust for any minor or beneficiary at any time be no more than the amount

John L. Starling

which, under the provisions of Section 8.01-606 of the Code of Virginia, or other applicable provision of law, may be paid directly to a minor or to someone for him, my executor or trustees may, in their discretion, pay over and deliver such property to such minor or to some person for him, and so terminate his trust.

C. Where appropriate, the masculine, as used in this will, shall include the feminine and neuter, the singular the plural, and vice versa.

TENTH: I hereby nominate and appoint my husband, James H. Starling, as sole executor of my estate. I nominate and appoint my said husband and THE FIRST NATIONAL EXCHANGE BANK of Virginia as co-trustees of the John L. Starling Trust. If my husband does not survive me or is unable to serve, I nominate my son, John L. Starling, and Louise P. Moore of Lexington, Virginia as co-executors, and I nominate my son to serve as co-trustee with the Bank. No surety shall be required on the official bond of any executor of my estate nor on any bond required of my trustees.

ELEVENTH: I hereby grant to my executor and trustees those powers set forth in Section 64.1-57 of the Code of Virginia (1950), as amended, and I hereby incorporate said section by reference. In furtherance of the foregoing and not in limitation thereof, I authorize and empower my executor and trustees to retain properties, whether real or personal, in the form in which received, and to sell, lease for any period whether or not beyond the duration of any trust hereunder, convey, or otherwise dispose of any or all of the same, or any interest therein, at such time or times, for such price or prices, and upon such other terms and conditions as my personal representatives shall, in their discretion, deem proper; to make such investments as they in their discretion, shall deem proper and without any restriction to so-called legal investments; to hold and register stocks in the name of a nominee and to deal with them without disclosure of fiduciary capacity; to vote stocks by either general or special proxy, to make distribution in kind; to borrow money and give away of my estate as security thereon; to handle all tax matters, and otherwise to deal in and with my

John L. Starling

property in such manner and to the same extent that I could if acting personally.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my will, being identified by my signature at the bottom of each page, on this 11th day of December 1981.

Nell L. Starling (SEAL)
Testator

The foregoing will of NELL L. STARLING was signed, sealed, published and declared by the said testator as and for her last Will and Testament, in the presence of us three, all present at the same time, and we, in her presence and in the presence of each other and at her request, hereunto subscribe our names as attesting witnesses thereto.

<u>Louise P. Moore</u>	<u>Lexington, Virginia</u>
<u>Sharon E. Aycock</u>	<u>Lexington, Virginia</u>
<u>William R. Stubbins</u>	<u>Lexington, Virginia</u>

STATE OF VIRGINIA AT LARGE, to wit:

Before me, the undersigned authority, on this day personally appeared Nell L. Starling, Louise P. Moore,

Sharon E. Aycock and William R. Stubbins

known to me to be the testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, Nell L. Starling, the testator, declared to me and to the witnesses in my presence that said instrument is her last will and testament and that she had willingly signed or directed another to sign the same for her and executed it in the presence of said witnesses as her free and voluntary act for the purposes therein expressed; that

said witnesses stated before me that the foregoing will was executed and acknowledged by the testator as her last will and testament in the presence of said witnesses who, in her presence and at her request, and in the presence of each other, did subscribe their names thereto as attesting witnesses on the day of the date of said will, and that the testator, at the time of the execution of said will, was over the age of 18 years and of sound and disposing mind and memory.

Nell L. Starling
Testator

William R. Stubbs
Witness

Louise P. Moore
Witness

Sharon E. Aycock
Witness

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Subscribed, sworn and acknowledged before me by Nell L. Starling, the testator, subscribed and sworn before me by Louise P. Moore, Sharon E. Aycock and William R. Stubbs this 11th day of December 1981.

SIGNED Betty C. Donaghy
Notary Public

My commission expires:
December 9, 1983.

CODICIL TO LAST WILL AND TESTAMENT

OF

NELL L. STARLING

I, NELL L. STARLING, do hereby make, publish and declare this codicil to my Last Will and Testament dated December 11, 1981.

I hereby make the following amendments to my Last Will and Testament of December 11, 1981.

Article Fourth. Upon the death of my husband, the home on Paxton Street which we owned jointly passed to me by right of survivorship. I give and devise this property in fee simple to my son, John L. Starling. If he does not survive me, I give and devise this property to my surviving grandchildren and the living issue, per stirpes, of any deceased grandchild, in equal shares.

Article Fifth. I delete the devise of property in Montevallo, Alabama to my son, John L. Starling, and I give and devise this property to the following persons in the following proportions: to EDGAR G. GIVHAN II of Montgomery, Alabama, GENE GIVHAN LIGHTFOOT of Montevallo, Alabama and NORA HUBBARD LEE of Tuscaloosa, Alabama a one-fifth (1/5) share to each; to PHILIP C. HUBBARD of Montevallo, Alabama, a two-fifths (2/5) share in recognition of his assistance with the upkeep of the property during the latter years of my life. This property was inherited from my father, John L. Lewis, and the beneficiaries named herein are my nieces and nephews, his grandchildren.

Nell L. Starling

Article Sixth. I amend paragraph 3d of this Article to provide that the trust established herein, the John L. Starling Trust, be added to or consolidated with, the John L. Starling Trust established under the will of my husband and administered by Dominion Trust Company.

In all other respects I ratify and confirm my Last Will and Testament of December 11, 1981.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this codicil to my Last Will and Testament on this 12th day of April, 1990.

Nell L. Starling (SEAL)
NELL L. STARLING

The foregoing codicil to the will of NELL L. STARLING was signed, sealed, published and declared by the said testator as and for a codicil to her Last Will and Testament, in the presence of us three, all present at the same time, and we, in her presence and in the presence of each other and at her request, hereunto subscribe our names as attesting witnesses thereto.

Margo P. Junkin Lexington, Virginia
Ellen D. Boone Lexington, Va
Charles S. Ferguson Brownsville, Va

STATE OF VIRGINIA

CITY OF LEXINGTON

Before me, the undersigned authority, on this day personally appeared NELL L. STARLING, Margo P. Junkin.

Ella D. Boone, and Carole S. Ferguson, known to me to be the testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, NELL L. STARLING, the testator, declared to me and to the witnesses in my presence that said instrument is a codicil to her Last Will and Testament and that she had willingly signed or directed another to sign the same for her and executed it in the presence of said witnesses as her free and voluntary act for the purposes therein expressed; that said witnesses stated before me that the foregoing codicil to her will was executed and acknowledged by the testator as a codicil to her Last Will and Testament in the presence of said witnesses who, in her presence and at her request, and in the presence of each other, did subscribe their names thereto as attesting witnesses on the day of the date of said codicil, and that the testator, at the time of the execution of said codicil, was over the age of 18 years and of sound and disposing mind and memory.

Nell L. Starling
NELL L. STARLING

Mary P. Jantone
Witness

Carole S. Ferguson
Witness

Ella D. Boone
Witness

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Subscribed, sworn and acknowledged before me by NELL L.
STARLING, the testator, subscribed and sworn before me by
Margo P. Junkin, Carole S. Ferguson and
Ella D. Boone this 12th day of April, 1990.

Ernest S. Yeakel
Notary

My commission expires:

July 27, 1990

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VIRGINIA
IN THE ROCKBRIDGE COUNTY CIRCUIT COURT CLERK'S OFFICE
BEFORE THE CLERK OF THE SAID COURT

Paper writings, purporting to be the Last Will and Testament and Codicil of Nell L. Starling, deceased, dated the 11th day of December, 1981, and the 12th day of April, 1990, respectively, were this day presented to me for probate by John L. Starling and Louise P. Moore, and it appearing to me from the written statement filed by them in connection therewith that the said Nell L. Starling died on the 19th day of December, 1990, and was at the time of her death a resident of the City of Lexington, Virginia.

And it appearing unto the Clerk that the aforementioned paper writings were self-proved, as the Last Will and Testament and Codicil of Nell L. Starling, deceased, before Officers authorized to administer oaths under the laws of this State as evidenced by the Officers' certificates, under official Seal, attached or annexed to the aforesaid paper writings in conformity with Section 64.1-87.1 of the 1950 Code of Virginia, as amended.

Whereupon the said paper writings are admitted to probate by me and ordered to be recorded as and for the true Last Will and Testament and Codicil of the said Nell L. Starling, deceased.

And thereupon John L. Starling and Louise P. Moore, Co-Executors named in the said will are appointed by me as such and qualified as such Co-Executors by taking the oaths prescribed by law and entering into and acknowledging a bond

conditioned and payable according to law, there being no surety required on the said bond according to the terms of the said will, which bond, being duly signed and sealed, is ordered to be entered of record.

And thereupon the said John L. Starling and Louise P. Moore filed with me a list of the persons who would have been heirs at law of the said decedent had she died intestate, and subscribed and swore to the same before me, which said list is now admitted to record by me and ordered to be recorded.


Clerk

ENTERED: DECEMBER 21, 1990

VIRGINIA

IN THE CIRCUIT COURT CLERK'S OFFICE OF ROCKBRIDGE COUNTY

I, D. Bruce Patterson, Clerk of the Circuit Court of the County of Rockbridge, in the State of Virginia, the same being a Court of Record and having a Seal, an impression of which is hereto affixed, do hereby certify that the books, papers and records of said Court are kept in my Office, and that I am the keeper of the same; and that the foregoing and attached (page, pages) contain a true and perfect copy of

Last Will and Testament, Codicil and Order of Probate of Nell L. Starling, who departed this life on December 19, 1990

the same being taken from and carefully compared with the originals thereof on file in my office; which are recorded in

Will Book 137 at pages 286-298.

in my said office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the Seal of the said Court of Rockbridge County, Virginia, at my Office in the Courthouse of said County, in the City of Lexington, Virginia, this the 17 day of January, 1991 and in the 215 year of the Commonwealth.

D. Bruce Patterson,
CLERK, ROCKBRIDGE CIRCUIT COURT

Chief Barbara Ann Bourger
DEPUTY CLERK, ROCKBRIDGE COUNTY CIRCUIT COURT

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STATE OF VIRGINIA

IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF ROCKBRIDGE COUNTY

I, D. BRUCE PATTERSON, Clerk of the Circuit Court in and for the County and State aforesaid, with authority to PROBATE WILLS, appoint and qualify EXECUTORS and grant ADMINISTRATIONS, etc., do hereby certify that on the 21 day of December, 19 90,

John L. Starling and Louise P. Moore

qualified in the Clerk's Office of the Circuit Court of Rockbridge County, Virginia as the

Co-Executors

for Nell L. Starling

and entered into BOND without security as required by law. I further certify that the powers of the said fiduciary are in full force and effect and their acts as such are entitled to full faith and credit.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the SEAL of the said Court, this the 17 day of January 19 91, and in the 215 year of the Commonwealth.

D. Bruce Patterson
Clerk

BY: Barbara Ann Bouryer
Chief Deputy Clerk

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State of Virginia

IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF ROCKBRIDGE COUNTY
Chief Deputy Clerk

I, Barbara Ann Bowyer/Clerk of the Circuit Court of the County aforesaid, in the State of Virginia, do certify that the foregoing is a copy of Last Will and Testament of Nell L. Starling with Codicil and Order of probate attached. Nell L. Starling passed away December 19, 1990.

Given under my hand this the 17 day of January, 19 91

D. Bruce Patterson, Clerk

by:

Barbara Ann Bowyer
Chief Deputy Clerk

STATE OF VIRGINIA

County of Rockbridge, to-wit:

I, George E. Honts, III, Judge of the Circuit Court for the County aforesaid,

in the State of Virginia, the same being a Court of Record, having Chancery, Common Law and Probate

Jurisdiction with a Clerk and Seal, do certify that Barbara Ann Bowyer, whose genuine signature appears to the foregoing certificate, is now, and was at the time of signing the same, Chief Deputy Clerk and as such Clerk of the Circuit Court for said County of Rockbridge, State of Virginia, duly elected and qualified, and that her acts as such are entitled to full faith and credit, and that her attestation is in due form.

Given under my hand this the 17 day of January, 19 91

Judge of the Circuit Court of Rockbridge County, Va.

STATE OF VIRGINIA

County of Rockbridge, to-wit:

I, Barbara Ann Bowyer, Chief Deputy County Clerk, and as such Clerk of the Circuit Court for the County aforesaid,

in the State of Virginia, do certify that Hon. George E. Honts, III, whose name

appears to the foregoing Certificate, is now and was at the time of signing, the same the presiding Judge of the

Circuit Court of said Rockbridge County, Virginia, duly commissioned and qualified; and that his signature thereto is

genuine, and that his acts as such are entitled to full faith and credit.

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

91 FEB -6 11:23

Judge of Probate

1. Deed Tax	—
2. Mtg. Tax	—
3. Recording Fee	44.00
4. Indexing Fee	3.00
5. No Tax Fee	—
6. Certified Fee	1.00
Total	48.00

In testimony whereof I hereunto set my hand as

Clerk and affix the seal of the said Court, this

the 17 day of January, 19 91

and in the 215 year of the Commonwealth.

D. Bruce Patterson, Clerk

by:

Barbara Ann Bowyer
Chief Deputy Clerk

