

74093

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 ROBERT POW WALKER; ALONG WITH THE CERTIFICATE TO THE

PROBATE OF WILL; LETTER TESTAMENTARY WHICH ARE NO LONGER IN FULL FORCE AND EFFECT;

AND FINAL SETTLEMENT

in the matter of ROBERT POW WALKER

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

Given under my hand and seal of said Court, this

the 6 day of JULY, 19 92

Peggy A. Proctor

Chief Clerk

Inst # 1992-13357

ESTATE OF ROBERT POW WALKER

STATE OF ALABAMA :
)
JEFFERSON COUNTY :

PROBATE COURT
CASE NO. 58837

FINAL SETTLEMENT

TO THE HONORABLE J. PAUL MEEKS, JUDGE OF PROBATE OF SAID COUNTY:

COMES your petitioner, Rubye B. Walker, as Executrix of the Estate of Robert Pow Walker, deceased, who would most respectfully state and show unto the Court the following facts:

That under the terms of the last will and testament of Robert Pow Walker, deceased, your petitioner was named and designated as the sole executrix thereof; that Letters Testamentary were issued to your petitioner on the 15th day of August, 1966; that after said appointment notice to creditors was given as required by law and that more than six (6) months have expired since that date and that all of the debts of said decedent have been paid in full.

That under the terms of the last will and testament of Robert Pow Walker, deceased, your petitioner is the sole beneficiary thereunder, and that in compliance with the terms of said will your petitioner, as Executrix, has received, collected and turned over to herself, individually, all property of every kind and description devised and bequeathed to her and that the same is now in her possession as the sole beneficiary under said will, except the following securities:

120 Shares American Motors Corporation - common
343.848 Shares Massachusetts Investors Growth Stock Fund.

PREMISES CONSIDERED: Your petitioner prays that this be taken as and for her account for a final settlement of her acts as Executrix as aforesaid, and that upon the transfer and delivery of the above described securities to the undersigned and the filing of a receipt herein, that she be henceforth discharged as Executrix of said

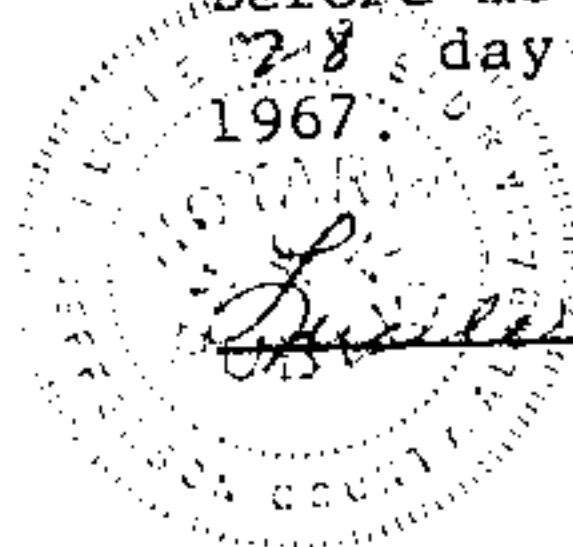
Alabama Title

estate and released and relieved from all further liability as such Executrix.

Rubye B. Walker
Rubye B. Walker

Petitioner

Sworn to and subscribed
before me on this the
28 day of August
1967.



Lucile Rayfield
Notary Public

LEADER, TENENBAUM, PERRINE & SWEDLAW
933 Bank for Savings Building
Birmingham, Alabama 35203

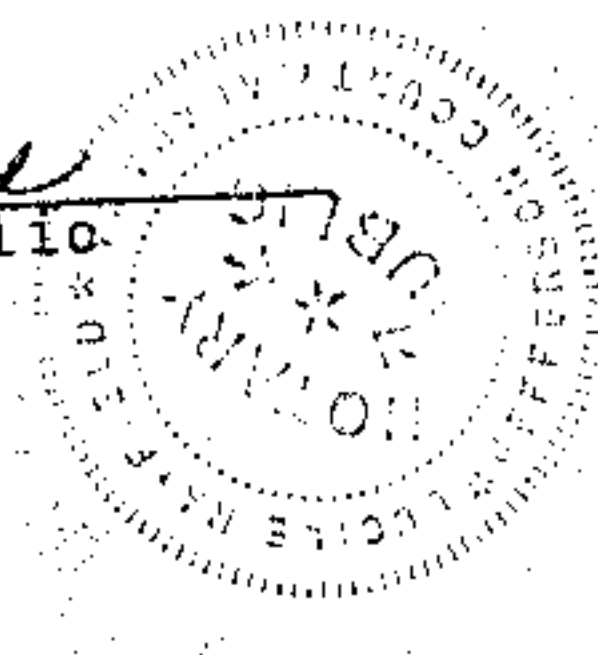
Attorneys for Petitioner

STATE OF ALABAMA :
JEFFERSON COUNTY :

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Rubye B. Walker, whose name is signed to the foregoing petition for final settlement of the Estate of Robert Pow Walker, deceased, and who is known to me, acknowledged before me on this day, that, being informed of the contents of said petition, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal, this 28 day of August, 1967.

Lucile Rayfield
Notary Public



Last Will and Testament

OF

ROBERT POW WALKER

58837

STATE OF ALABAMA :
JEFFERSON COUNTY :

KNOW ALL MEN BY THESE PRESENTS: That I, ROBERT POW WALKER, a resident of Jefferson County, Alabama being of sound mind and disposing memory, do hereby make, publish and declare this instrument as and for my Last Will and Testament, hereby expressly revoking any and all wills, codicils or other testamentary dispositions heretofore made by me.

ITEM ONE:

I hereby direct that

all of my just debts shall be paid by my personal representative as soon as practicable after my death.

ITEM TWO:

I hereby give, devise

and bequeath my entire estate of whatsoever kind and character and wherever situated or located, including real, personal and mixed property, seized and possessed by me or to which I may be entitled at the time of my death, unto my beloved wife, RUBY B. WALKER, if living at the time of my death, to be held and owned by her absolutely and forever.

ITEM THREE:

In the event my said

wife, RUBY, and I shall die in a common accident or disaster, or under any circumstances creating any doubt as to which of us survived the other, my said wife shall be presumed to have survived me for all purposes under this Will.

ITEM FOUR:

In the event my wife,

RUBY B. WALKER, should not survive me, then I do hereby give,

R.P.W.
R.P.W.

devise and bequeath my entire estate unto my son, JOHN BAGGETT WALKER, if living at the time of my death, otherwise to such of his descendants as may survive my death, in equal shares, per stirpes.

ITEM FIVE:

I hereby confer upon,

grant to, and vest in, my personal representative full and complete powers of management, control and disposition of my estate, and without limiting the generality of the foregoing powers, including the following:

(a) To sell,

exchange, transfer or convey all or any part of my estate at private sale and at such price and on such terms and conditions as my personal representative may see fit.

(b) To borrow any

sum of money and to secure the same by pledging, hypothecating, mortgaging all or any part of the assets at any time belonging to my estate.

(c) To execute and

deliver any deed, note, mortgage, lease of real estate, or other instrument.

(d) To retain the

securities originally belonging to my estate regardless of whether or not the same constitute legal investments under the laws of Alabama.

(e) To sell any

securities at any time belonging to my estate and to invest the proceeds of the sale thereof in any other securities or investments as to the said personal representative may deem suitable, and to change investments and to make new investments from time to time as to said personal representative may seem necessary or desirable.

(f) To vote, in

person or by proxy, any share of stock belonging to my estate.

R.P.W.
R.P.W.

(g) To make divisions and distributions hereunder provided for either in cash or in kind or partly in cash and partly in kind, and for that purpose to determine the values thereof, and to determine the identity of persons entitled to take hereunder. Any distribution made in kind by my personal representative shall be binding on the beneficiaries hereunder.

All of said powers shall be exercised free from the control of the Probate Court or any other court.

ITEM SIX:

I hereby nominate and appoint my wife, RUBY B. WALKER, as Executrix hereunder. I hereby expressly exempt my Executrix from the requirement of making bond to secure the performance of her duties hereunder as such Executrix, or to file any inventory in any Court or to render any final settlement. In the event my wife should not survive me, or for any reason should she fail to qualify as Executrix hereunder, or having qualified should fail or cease to act for any reason whatsoever prior to the settlement of my estate, then I do hereby nominate and appoint as Executor hereunder my son, JOHN BAGGETT WALKER, who shall serve without bond and shall have and possess all the rights, powers, duties, discretion and immunities herein vested in my originally named Executrix.

IN WITNESS WHEREOF, I, the said ROBERT POW WALKER, have hereunto set my hand and seal on this, the 24 day of January 1964, in the presence of the witnesses who have hereinafter subscribed their names hereto, and they, at my request and in my presence, and in the presence of each other, have hereunto set their signatures as attesting witnesses.

 (SEAL)
ROBERT POW WALKER

The foregoing instrument was signed, sealed, published and declared by ROBERT POW WALKER, to be his Last Will and Testament in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto set our signatures as attesting witnesses on the day said instrument bears date.

Eleanor L. Fowler

Wm. J. Evans

Louise R. Rife

CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA,
JEFFERSON COUNTY.

I, J. PAUL MEEKS, 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 Robert Pow Walker, Deceased and that said Will

together with the proof thereof have been recorded in my office in Judicial Record, Vol. 96 Page 750 - 754

In witness of all which I have hereto set my hand, and the seal of the said Court, this date Aug. 15, 1966.

Form No. 98

J. Paul Meeks, Judge of Probate

