

LAST WILL AND TESTAMENT

OF

JAMES LEROY TALBERT

I, JAMES LEROY TALBERT, of Shelby County, Alabama, declare this to be my Last Will and Testament.

FIRST

I revoke all my prior Wills and Codicils at any time made.

SECOND

I direct that all my debts, my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death. I direct that all estate, inheritance, and other death taxes (including any interest thereon and penalties with respect thereto), federal, state, and other, imposed by reason of my death, in respect of property passing under this Will or otherwise, shall be paid out of my residuary estate.

THIRD

I direct that after payment of all my just debts, my property be bequeathed in the manner following: I give to my wife, GINGER BEAN TALBERT, if she survives me, all my wearing apparel, jewelry, household effects, furniture, personal effects, automobiles, and all other tangible personal property, together with any insurance thereon, but excluding cash on hand or on deposit, securities, choses in action or other intangibles. If my wife, GINGER BEAN TALBERT, shall not survive me, I give all such tangible personal property in equal shares to my children, KRISTIN BETH TALBERT and SCOTT GARNER TALBERT, or if either of them should predecease me, then to the survivor of them; provided, that the then living issue of any deceased devisee shall take, per stirpes and in fee, the share of their deceased ancestor. In the event that both my children should predecease me leaving no issue who survives me, then this bequest shall lapse and the aforesaid property shall become a part of my residuary estate. In allocating specific items to the shares to be divided between my children or their descendants, my Executrix shall give due regard to the preferences of such devisees, but the decisions of my Executrix with respect to any item shall be conclusive.

FOURTH

I give all the rest of my property, hereinafter referred to as "my residuary estate", to my wife, GINGER BEAN TALBERT, if she survives me. If my wife, GINGER BEAN TALBERT, does not survive me, my residuary estate shall be disposed of as provided in Article FIFTH.

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FIFTH

If my wife, GINGER BEAN TALBERT, shall not survive me, I give my residuary estate in equal shares to my children, KRISTIN BETH TALBERT and SCOTT GARNER TALBERT, or if either of them should predecease me, then to the survivor of them; provided that the then living issue of any deceased devisee shall take, per stirpes and in fee, the share of their deceased ancestor. In the event that both my children should predecease me leaving no issue who survives me, then I give my residuary estate to my mother, DOROTHY G. TALBERT, and if she predeceases me, then to the church of which I am a member at the time of my death. At the time of the execution of this Will, I am a member of Green Valley Baptist Church in Hoover, Alabama.

SIXTH

At the time of the execution of this Will, I have two children, namely, KRISTIN BETH TALBERT and SCOTT GARNER TALBERT. If, after the execution of this Will, there shall be an additional child or children born to me (or adopted by me), and if any such child or children (or issue thereof) shall survive me, then and in such event, such child or children (or issue thereof) shall share in the benefits of my estate equally and to the same extent as my children hereinabove named and their issue; and the provisions of this Will shall be deemed modified to the extent necessary to effectuate such intention.

SEVENTH

I appoint my wife, GINGER BEAN TALBERT, as Executrix of this Will. If for any reason she fails or ceases to serve as Executrix, I appoint my daughter, KRISTIN BETH TALBERT and my son, SCOTT GARNER TALBERT, as joint Executors in her place.

I direct that my Executrix (including her successor or successors) shall not be required to post any bond, file any inventory or appraisal of my estate or of any share thereof in any court, though they shall prepare and keep an inventory and shall exhibit the same to any party in interest at any reasonable time, and I direct that they shall be free from the control and supervision of any court.

EIGHTH

In the event that my wife, GINGER BEAN TALBERT, 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, she shall be presumed to have survived me for all purposes under this Will.

NINTH

For purposes of this Will, the use of the masculine shall include the feminine, the feminine shall include the masculine, and the use of the singular and the plural shall be interchangeable.

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of February, 1994, and do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, and that I execute it as my free and voluntary act for the purposes therein expressed, and that I am nineteen years of age or older, of sound mind, and under no constraint or undue influence.

James Leroy Talbert
Signature

Address: 3060 BROOKHILL DR
BIRMINGHAM AL 35242

WITNESSED:

This Last Will and Testament of JAMES LEROY TALBERT was signed and declared to be his Last Will and Testament in our presence and at his request and in his presence and in the presence of each other, we do hereby witness same on this _____ day of _____, 1994.

Mary L. Hughey
Witness Signature

Address: 1862 Tall Timber Dr.
Hoover, AL 35226

Mira S. Vann
Witness Signature

Address: 3535 Chapel Lane
Hoover, AL 35226

Linda J. Davis
Witness Signature

Address: 3132 Sarah Ave
Birmingham, AL 35214

STATE OF ALABAMA)
Jefferson COUNTY)

Subscribed, sworn and acknowledged before me by JAMES LEROY TALBERT, the Testator, subscribed and sworn before me by Mary L. Hughey, Mira F. Vann, and Linda J. Davis, witnesses, this 16th day of February, 1994.

Virginia B. Barkdale
Notary Public

My Commission Expires: 5-28-97

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