

Last Will and Testament

OF

EDITH H. HARWELL

I, Edith H. Harwell, a resident of Talladega County, Alabama, being over the age of nineteen years and of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke any and all former Wills and Codicils which may have been at any time heretofore made by me.

ITEM ONE

I will and direct that my Executor as hereinafter named shall pay all debts and charges against my estate as soon after my death as practicable and shall pay expenses of my funeral and the cost of a suitable marker at my grave.

ITEM TWO

I hereby give, devise and bequeath all of my property, real, personal and mixed, of every kind and nature whatsoever and wherever situated to my son, Frank Lane Harwell, Jr., absolutely and without limitations.

ITEM THREE

I hereby nominate, constitute and appoint my son, Frank Lane Harwell, Jr., to be the Executor of this my Last Will and Testament and I hereby exempt him from the necessity of giving bond as such Executor and I also hereby exempt him from the necessity of filing any inventory or making any report or final settlement of my estate in any court.

I hereby authorize and empower my Executor to sell at either private or public sale (without liability on the purchaser to see to the proper application of the proceeds of such sale or sales), convey, lease or exchange all or any part of my estate, whether real, personal or mixed property, for such consideration and upon such terms and conditions as he deems proper, to the interest of the beneficiary or beneficiaries hereunder, and to execute and deliver all instruments necessary or proper to evidence such sale, lease or exchange, and to collect all rents, profits, incomes, dividends or issues due to my estate, to insure, repair or rebuild any buildings or other structures constituting a part of my estate, to settle, compromise or adjust any claims on behalf of or against

Edith H. Harwell
Frank L. Harwell
335 Whippoorwill Rd,
Chappaqua NY 10514

07/11/1995-18087
10:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 23.50

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Inst # 1995-18087

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of Edith H. Harwell

my estate, and in general to do any and all things with respect to my estate that I myself might do if living and which my said Executor in his discretion may deem proper, and to do all the things specified in this Item Three without first obtaining any order of court therefor.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11th
day of January, 1990.

Edith H. Harwell (LS)
Edith H. Harwell

The foregoing was signed, sealed, published and declared by Edith H. Harwell, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereto set our signatures as attesting witnesses on the day the same bears date.

Betty Webster

Address: 127 North Street
Talladega, Cal. 35760

Vienna Stuart

Address: 127 North St.
Talladega, Cal. 35760

ACKNOWLEDGMENT OF TESTATRIX AND AFFIDAVIT OF WITNESSES:

I, Edith H. Harwell, the testatrix, sign my name to this instrument on this 11th day of January, 1990, and, being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament; that I sign it willingly; 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.

Edith H. Harwell
Edith H. Harwell, Testatrix

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of Edith H. Harwell

We, Betty Webster and Linda Stuart,
the witnesses, sign our names to this instrument, being first duly sworn, and do
hereby declare to the undersigned authority that the testatrix signs and executes
this instrument as her Last Will and Testament and that she signs it willingly
and that each of us, in the presence and hearing of the testatrix, hereby signs
this will as witness to the testatrix's signing, and that, to the best of our
knowledge, the testatrix is nineteen years of age or older, is of sound mind and
is under no constraint or undue influence.

Betty Webster
Linda Stuart

STATE OF ALABAMA

TALLADEGA COUNTY

Subscribed, sworn to and acknowledged before me by Edith H. Harwell,
the testatrix and subscribed and sworn to before me by Betty Webster
and Linda Stuart, witnesses, this the 11th day of January, 1990.

Rae F. King, Jr.
Notary Public

I, James E. Preyitt, Notary Public for said
county in and to the State of Alabama, do hereby certify that

a full, true and correct copy of Last Will
& Testament of Edith H. Harwell

according to the records of my office,

Witness my hand and official seal this 21st day

of June 19 95.

James E. Preyitt

James E. Preyitt
Notary Public
Talladega County

**DECREE ADMITTING WILL TO PROBATE
& GRANTING LETTERS TESTAMENTARY**

THE STATE OF ALABAMA

IN THE PROBATE COURT OF

COUNTY OF TALLADEGA

TALLADEGA **COUNTY, ALABAMA**

IN THE MATTER OF THE PETITION OF FRANK LANE HARWELL, JR. **TO
HAVE ADMITTED TO PROBATE AND RECORD AN INSTRUMENT WHICH
PURPORTS TO BE THE WILL OF** Edith H. Harwell, **DECEASED.,**

TO THE HONORABLE James E. Preuitt, **JUDGE OF THE
PROBATE COURT IN AND FOR** Talladeega **COUNTY.**

This 23 day of June, 19. 95 being the date set by this Court for the
hearing of the petition of Frank Lane Harwell, Jr. to have admitted to Probate and Record
an instrument which purports to be the Will of Edith H. Harwell, deceased,
[notice having been issued and served as required by law upon the spouse and next of kin,
[service of notice having been accepted by those who are over the age of nineteen years and
of sound mind], and the Court having heard the evidence offered and the Court being
satisfied from the said evidence that the instrument, which purports to be the Will of the
said decedent is the legal Will of the said decedent.

IT IS THEREFORE, ORDERED by this Court that the said instrument which
purports to be the Will of the said decedent was duly and legally executed by
Frank Lane Harwell, Jr. that the said instrument is the legal Will of the said
decedent; that the said Will is hereby admitted to Probate and Record in this Court; and

that pursuant to Code of Alabama § 43-2-21 (1975), Letters Testamentary be granted to Frank Lane Harwell, Jr as Personal Representative under said Will.

It is further ORDERED by this Court that the said Personal Representative shall have all the powers and duties provided in the Will and all the general powers, without limitation, [EXCEPT for the powers in numbers _____] authorized for transactions enumerated in Code of Alabama § 43-2-843 (1975, as amended) as follows:

1. Retain assets owned by the decedent pending distribution or liquidation including those in which the representative is personally interested or which are otherwise improper for trust investment.
2. Receive assets from fiduciaries, or other sources.
3. Perform, compromise, or refuse performance of the decedent's contracts that continue as obligations of the estate, as the personal representative may determine under the circumstances. In performing enforceable contracts by the decedent to convey or lease land, the personal representative, among other possible courses of action, may do either of the following:
 - a. Execute and deliver a deed of conveyance for cash payment of all sums remaining due or the purchaser's note for the sum remaining due secured by a mortgage or deed of trust on the land.
 - b. Deliver a deed in escrow with directions that the proceeds when paid in accordance with the escrow agreement, be paid to the successors of the decedent, as designated in the escrow agreement.
4. Satisfy written charitable pledges of the decedent irrespective of whether the pledges constituted binding obligations of the decedent or were properly presented as claims, if in the judgment of the personal representative the decedent would have wanted the pledges completed under the circumstances.
5. If funds are not needed to meet debts and expenses currently payable and are not immediately distributable, deposit or invest liquid assets of the estate, including moneys received from the sale of other assets, in federally insured interest-bearing accounts, readily marketable secured loan arrangements, or other prudent investments which would be reasonable for use by trustees generally.
6. Abandon personal property when, in the opinion of the personal representative, it is valueless, or is so encumbered, or is in condition that it is of no benefit to the estate.
7. Vote stocks or other securities in person or by general or limited proxy.
8. Pay calls, assessments, and other sums chargeable or accruing against or on account of securities, unless barred by the provisions relating to claims.
9. Hold a security in the name of a nominee or in other form without disclosure of the interest of the estate but the personal representative is liable for any act of the nominee in connection with the security so held.

10. Insure the assets of the estate against damage, loss, and liability and the personal representative against liability as to third persons.
11. Borrow money without security or with security of personal property to be repaid from the estate assets or otherwise; and advance money for the protection of the estate.
12. Effect a fair and reasonable compromise with any debtor or obligor, or extend, renew, or in any manner modify the terms of any obligation owing to the estate. If the personal representative holds a mortgage, pledge, or other lien upon property of another person, the personal representative may, in lieu of foreclosure, accept a conveyance or transfer of encumbered assets from the owner thereof in satisfaction of the indebtedness secured by the lien.
13. Pay taxes, assessments, and other expenses incident to the administration of the estate.
14. Sell or exercise stock subscription or conversion rights; consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution, or liquidation of a corporation or other business enterprise.
15. Enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for a term not to exceed one year.
16. Allocate items of income or expense to either estate income or principal, as permitted or provided by law.
17. Employ necessary persons, including appraisers, attorneys, auditors (who may include certified public accountants, public accountants, or internal auditors), investment advisors, or agents, even if they are associated with the personal representative, to advise or assist the personal representative in the performance of administrative duties; act without independent investigation upon recommendations of agents or advisors; and instead of acting personally, employ one or more agents to perform any act of administration, whether or not discretionary.
18. Prosecute or defend claims or proceedings in any jurisdiction for the protection or benefit of the estate and of the personal representative in the performance of duties of the personal representative.
19. Continue any unincorporated business or venture in which the decedent was engaged at the time of death as provided in any of the following:
 - a. In the same business form for a period of not more than one year from the date of appointment of a general personal representative if continuation is a reasonable means of preserving the value of the business including good will.
 - b. In the same business form for any additional period of time that may be approved by order of the court in a proceeding to which the persons interested in the estate are parties.
 - c. Throughout the period of administration if the business is incorporated by the personal representative and if none of the probable distributees of the business who are competent adults object to its incorporation and retention in the estate.
20. Incorporate any business or venture in which the decedent was engaged at the time of death.
21. Provide for exoneration of the personal representative from personal liability in any contract entered into on behalf of the estate.
22. Satisfy and settle claims and distribute the estate as provided in Title 43 of the Code of Alabama 1975.

[It is further ORDERED by this Court that the said Personal Representative, in addition to the general powers of a Personal Representative and those expressly authorized in the Will, is specifically granted the powers and duties to act in transactions as follows:

*[copy all transactions enumerated in Code of Alabama
(1975, as amended) § 43-2-844, or those transactions for
which the Probate Judge is willing to grant prior
court approval by category]]*

It is further ORDERED by the Court that the aforesaid limitations or additional powers be prominently endorsed upon the face of the Letters of Testamentary when issued.

It is further ORDERED that the said Personal Representative proceed without delay to collect and take possession or control of the personal property and evidences of debt of the said decedent, except the personal property exempted under Ala. Code § 43-8-111 (1975, as amended), in favor of the surviving spouse [and make due return under oath, to this Court, of a full and complete inventory thereof within two (2) months]. [The Will expressly relieves the Personal Representative of the requirement to file an inventory.] The said [self-proved Will] [Will of the decedent, together with the evidence and testimony of the subscribing witnesses,] be recorded in the Probate Records of Talladega County, Alabama, as provided by law.

DONE IN OPEN COURT on this 23 day of June, 19 95.

James E. Pruitt
Judge of Probate

Decree Admitting Will to
Probate & Granting Letters
Testamentary (4 pgs.)

I, James E. Pruitt,
Judge of Probate,

do hereby certify that the foregoing is a true and correct copy of the

*Decree Admitting
Will to Probate & Granting Letters
Testamentary on Last Will & Testamentary of Edith A. Howard*

according to the records of my office.

Witness my hand and official seal this 27 day

of June, 19 95.

James E. Pruitt

James E. Pruitt

Judge of Probate

Inst # 1995-18087
Talladega County

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10:00 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

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