

AFFIDAVIT

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me appeared, HOWARD D. POARCH, who after being duly sworn to speak the truth stated as follows:

My name is Howard D. Poarch, I am 54 years of age, of sound mind and reside at 2550 Jamestown Road, Birmingham, Alabama 35226. I am presently employed as a Certified Public Account with the firm of DeLoach, Poarch & Associates, P.A., 2049 Shady Crest Drive, Hoover, Alabama 35216. My father was Demovale E. Poarch (deceased) and my mother is Mary Lou Poarch. My father, Demovale E. Poarch, died January 4, 1994 while living in Shelby County, Alabama. My father, Demovale E. Poarch, was survived by his wife, my mother, Mary Lou Poarch, an adult of sound mind, age 74 years, who presently resides at 7500 212th Street SW, Suite 205, Edmonds, Washington 98020. Demovale E. Poarch was the father of only two children, myself and my brother, James D. Poarch, an adult of sound mind, age 44 years, who resides at 209 Highland Drive, Hueytown, Alabama 35023. Howard D. Poarch, James D. Poarch and Mary Lou Poarch are the sole next of kin and heirs at law of Demovale E. Poarch. My father died testate, a copy of his Last Will and Testament is attached hereto as Exhibit "A". The Last Will and Testament of Demovale E. Poarch has never been presented for probate in any Court and there are no plans by myself, my mother, brother or any other individual to probate said Last Will and Testament. There were no outstanding claims, income taxes, inheritance taxes or debts of any nature which were owed by

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Demovale E. Poarch at the time of his death nor are there any such indebtednesses presently owed by Demovale E. Poarch or his estate.

Further the deponent sayeth not.


Howard D. Poarch AS TRUSTEE

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned authority in and for said County and State, personally appeared, Howard D. Poarch, who being known to me first duly sworn, under oath, states that the facts set forth in the foregoing are true and correct, according to the best of his knowledge, information and belief.

Sworn and subscribed before me this 30th day of October, 1995.


NOTARY PUBLIC
My Commission Expires
MY COMMISSION EXPIRES MAY 11, 1999

STATE OF ALABAMA
COUNTY OF JEFFERSON

LAST WILL AND TESTAMENT

OF

DEMOVAL E. POARCH

I, Demoval E. Poarch, a resident of Jefferson County, Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I

DEBTS AND EXPENSES/PROBATE OF WILL/ALLOWANCES

I direct that all of my debts, my funeral expenses (including the cost of a suitable monument at my grave), any unpaid charitable pledges (whether the same are enforceable obligations of my estate or not), and the costs of administration of my estate be paid out of my estate by the Executor hereinafter named, as soon as practicable after my death. In the event there is any indebtedness owing by me, whether secured or unsecured, which has not matured at the time of my death, I authorize the Executor to pay such indebtedness either in full or according to the terms and tenor of any instrument evidencing such indebtedness, as the Executor may deem most desirable under the then existing circumstances. I further direct that the Executor may probate my Last Will and Testament either in the county of my residence at the time of my death or in any county in the State of Alabama in which I may own property at the time of my death. Any provisions herein for the benefit of my beneficiaries are expressly in lieu of any right to homestead allowance, exempt property and the family allowance; and any acceptance of such statutory or constitutional benefits shall be charged against any benefits hereunder.

ITEM II

DISPOSITION OF PERSONAL EFFECTS

I give and devise all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, any

D.E.P.

automobile that I may own, and all other objects of my personal use, to my wife, Mary Lou Poarch, absolutely, if she be living at the time of my death. There is excluded from this devise all cash on hand or on deposit, stocks, bonds, notes, evidences of debts, other choses in action, intangibles and all other property held for investment. In the event my said wife shall predecease me, I give and devise all of said objects of property, in equal shares, absolutely, to my children, Howard D. Poarch and James D. Poarch, or the survivor of them. In the event that my said wife and my said children should all predecease me, leaving no issue surviving, then this devise shall lapse, and the aforesaid property shall become a part of the residue of my estate. I hereby vest in my said Executor hereinafter named full power and authority to determine what objects of property are included in the foregoing description contained in this ITEM of my Will, and to make such division of said objects of property between my children, in the event my wife shall not be living, as may be desirable in its absolute discretion, having due regard for the personal preferences of my said children.

ITEM III

DISPOSITION OF RESIDUE

(a) All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and including any property over or concerning which I may have any power of appointment, I give and devise in fee to my wife, Mary Lou Poarch. I intentionally make no provision for any child or other issue of mine, as I have confidence that my said wife, if she survives me, will adequately provide for them.

(b) If my said wife shall not survive me, then I give and devise the said property in fee and in equal shares to my children, Howard D. Poarch and James D. Poarch. If either of my said children shall predecease me, his share thereof shall pass to his then living issue, per stirpes, if any, and if none, then to my other child, per stirpes. In the event either of my said children should predecease me, leaving any issue surviving who are under the age of majority, then the share of Howard D. Poarch's issue shall pass to

Louis B. Feld, and the share of James D. Poarch's issue shall pass to Howard D. Poarch, as testamentary guardian and/or custodian under the Alabama Uniform Gift to Minor's Act, who shall be exempted from filing any bond or security for the performance of his duties as such guardian or custodian.

ITEM IV

EXECUTORS

I hereby nominate and appoint Mary Lou Poarch, as Executor of this, my Last Will and Testament. In the event Mary Lou Poarch shall predecease me or shall die during the administration of my estate or be unable or unwilling to serve as Executor, then I nominate and appoint Howard D. Poarch to serve as Executor of this, my Last Will and Testament. It is my will and desire that the Executor, regardless of which of those named above shall so serve, shall not be required to give any bond or security for the performance of its duties as such Executor or to account to any court for its acts and doings as such Executor, and that it is hereby expressly exempted from filing any inventory or making any report or final settlement of my estate. Said Executor shall have full power, without the necessity for an order from any court, to sell (for payment of debts and all other purposes), exchange, lease, or encumber all or any portion of my estate in such manner and upon such terms and conditions as it may approve; to continue to hold any property or securities originally received by it, including any stock or interest in any family corporation, partnership or business interest so long as it shall consider the retention thereof in the best interests of the estate and regardless of whether such property is a so-called "legal" investment of trust funds; to invest and reinvest my estate and the proceeds of sale to any portion thereof in such loans, stocks, bonds or other securities, mortgages, common trust funds, shares of investment companies or investment securities of management-type investment companies such as mutual funds, or such other property as it may consider suitable, whether or not a so-called "legal" investment of trust funds, and to change investments and to make new investments from time to time as to it may seem necessary or desirable; to delegate all or any part of the above investment powers to such investment counselors, consultants or managers as it deems appropriate; 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; to institute and defend any and all suits or legal proceedings relating to my estate, in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which my estate may be involved, as in its judgment may be necessary or proper. Said Executor shall also have full power and authority to continue to operate, carry on, repair, renew, insure, and otherwise conserve and maintain any business or business item or asset of my estate, and to enter into and perform any contracts necessary and desirable in connection therewith, and shall have full power and authority to borrow money on account of my estate and secure same by mortgage or pledge of any asset thereof, all without the necessity for any other order from any court or notice to anyone whatsoever. It is also my direction and intention that my Last Will and Testament be interpreted and administered by the Executor in accordance with the Internal Revenue Code of 1954, as amended. My Executor shall not be liable to any beneficiary herein for any action taken or not taken, election made or not made, or resulting federal income tax consequences upon the apportionment or distribution in kind or otherwise of any asset of my estate, where such Executor has exercised good faith and ordinary diligence in the performance of its duties.

ITEM V

DEFINITIONS

As used in my Will, the terms "issue", "descendants" and "lineal descendants" are intended to include any persons heretofore or hereafter born or adopted by any descendant of mine and my children, Howard D. Poarch and James D. Poarch, but any person who is adopted on or after age twenty-one (21) years, and the issue of such adopted persons, are intended to be excluded from this term. As used in my Will, the terms "child" and "children" are intended to include Howard D. Poarch and James D. Poarch. Where the context so permits, the term "Executor" and words of reference to the Executor, shall mean, respectively, any person or entity serving in that capacity, without regard to gender or number.

IN WITNESS WHEREOF, I, the undersigned, Demoval E. Poarch, have hereunto set my hand and seal on this 26 day of Nov, 1986.

Demoval E. Poarch
Demoval E. Poarch

SIGNED, SEALED, PUBLISHED and DECLARED by Demoval E. Poarch as and for his Last Will and Testament, in our presence, and we, in his presence and in the presence of each other, and at his request, have hereunto set our hands and seals as witnesses thereto on the day the same bears date.

Nancy H. Poarch
Address 2130 Huntress Drive
Birmingham, Alabama 35216

James R. Antien
Address 1008 Penthouse Drive
Birmingham, Al. 35205

Howard D. Poarch
Address 2130 Huntress Dr
B'ham, al

I, Demoval E. Poarch, the testator, sign my name to this instrument this 26 day of Nov, 1986, 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

Demoval E. Poarch
Demoval E. Poarch

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