

STATE OF ALABAMA)
JEFFERSON COUNTY)

**LAST WILL AND TESTAMENT
OF
JACK PAUL ATKINSON**

KNOW ALL MEN BY THESE PRESENTS, that I, JACK PAUL ATKINSON, a resident citizen of Jefferson County, Alabama, being over the age of twenty-one (21) years and of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other wills, codicils and testamentary instruments by me at any time heretofore made. I declare that I am married to Frances McCall Atkinson and that we have five children, namely: Jack Douglas Atkinson, Robert McCall Atkinson, Ann Marie Feemster, Michael Paul Atkinson and Frances Elizabeth Bryars.

ITEM ONE

I give and bequeath 1200 shares of common stock of The Southern Company (increased pro rata by any stock splits or stock dividends occurring after the date hereof) to each of my said children, provided that if a child of mine shall fail to survive me I give such dead child's shares to his children equally.

ITEM TWO

I give and bequeath 200 shares of common stock of The Southern Company (increased pro rata by any stock splits on stock dividends occurring after the date hereof) to the persons who are the spouses of my children on the date of my death, provided that if a child of mine is unmarried such child shall also receive the shares that his spouse would have received had that child then be married.

Inst # 1996-11330

04/08/1996-11330
09:42 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

007 HCD 23.50

Ritchie E. Rediker
312 N. 23rd St.
B'ham AL 35203-5878

Inst # 1996-11330

154311

ITEM THREE

I give and bequeath 200 shares of common stock of The Southern Company (increased pro rata by any stock splits or stock dividends occurring after the date hereof) to each of my grandchildren living at the date of my death.

ITEM FOUR

I give and bequeath Ten Thousand Dollars (\$10,000.00) to each of my children and Two Thousand Dollars (\$2,000.00) to each spouse of a child of mine provided that if a child of mine is not married at the time of my death, I give Twelve Thousand Dollars (\$12,000.00) to such unmarried child.

I give and bequeath One Thousand Dollars (\$1,000.00) to each grandchild of mine living on the date of my death.

ITEM FIVE

All of the rest, residue and remainder of my estate of whatsoever kind and wheresoever located I give, devise and bequeath to my wife, Frances McCall Atkinson, provided that she survives my death by three months. In the event that my said wife shall fail to survive me by said period, then I give and bequeath all of the residue of my estate after payment of all taxes and debts to my said children, share and share alike, per stirpes.

ITEM SIX

If a beneficiary of my estate is a minor, I authorize my Executrix or Executor to select an adult to act as custodian and to transfer the share of such minor beneficiary to such custodian to be held for the benefit of such minor under the Alabama Transfers to Minors Act.

ITEM SEVEN

I hereby nominate and appoint my wife, Frances McCall Atkinson, as Executrix of this my Last Will and Testament. In the event that my said wife shall fail to qualify or cease to serve as Executrix hereunder, I nominate and appoint my son, Jack Douglas Atkinson as Executor of this my Last Will and Testament. I hereby exempt my Executrix or Executor from giving any bond or filing any report or account in any court as such. My Executrix or Executor shall specifically have the power to sell any or all of the property of my estate at public or private sale without order of court.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of April, 1995, and have set my hand on the (2) preceding pages along the bottom thereof, hereby declaring the instrument contained on these pages to be my Last Will and Testament.

Jack Paul Atkinson
JACK PAUL ATKINSON

We, Amy Moller and Judy Robinson, the witnesses, sign our names to this instrument being first duly sworn, do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his Last Will and Testament, and that he signs it willingly, that each of us, in the presence and hearing of the Testator hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is twenty-one years of age or older, of sound mind, and under no constraint or undue influence.

WITNESSES:

Amy Moller
3912 1/2 St. S.
B'ham AL 35222

Judy Robinson
55 Sherry Lane
Alora, AL 35262

STATE OF ALABAMA)
JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me by Jack Paul Atkinson, the
Testator and subscribed and sworn to before me by Amy Moller and
Judy ROBINSON, witnesses, this the 6th day of April,
1995.

Thomas A. Ritchie
NOTARY PUBLIC

My Commission Expires:

1-10-96

FILED IN OFFICE THIS THE 8th DAY
OF January, 19 96 FOR
PROBATE AND RECORD.

Henry R. Reynolds
JUDGE OF PROBATE

This instrument prepared by Thomas A. Ritchie, RITCHIE & REDIKER, L.L.C., 312 North 23rd
Street, Birmingham, Alabama 35203.

CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama

JEFFERSON COUNTY

I, George R. Reynolds, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument _____ of writing ha s 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 Jack Paul Atkinson Deceased and that said Will _____ together with the proof thereof have been recorded in my office in Judicial Record, Volume _____, Page _____.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date January 8, 1996

PROBATE — 98

George R. Reynolds, Judge of Probate.

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
ALONG WITH THE CERTIFICATE TO THE PROBATE THEREOF

in the matter of THE ESTATE OF JACK PAUL ATKINSON, DECEASED,

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

Given under my hand and seal of said Court, this
the 8TH day of JANUARY, 19 96

Peggy A. Proctor

Chief Clerk

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMAJACK PAUL ATKINSON

Deceased

CASE NO. 154211

LETTERS TESTAMENTARY

TO ALL WHOM IT MAY CONCERN:

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to
Frances McCall Atkinson

the Personal Representative named in said will, who has complied with the requisitions of the law and is authorized to administer the estate. Subject to the priorities stated in §43-8-76, Code of Alabama (1975, as amended), the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers authorized in transactions under §43-2-843, Code of Alabama (1975, as amended).

WITNESS my hand that date, January 8, 1996.

(SEAL)

GEORGE R. REYNOLDS

Judge of Probate

I, Peggy A. Proctor, Chief Clerk of the Court of Probate of Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the **Letters Testamentary** issued in the above-styled cause as appears of record in said Court. I further certify that said Letters are still in full force and effect.

WITNESS my hand and seal of said Court this date, January 8, 1996.Peggy A. Proctor
Chief Clerk

Inst # 1996-11330

094/08/1996-11330
09:42 AM CERTIFIEDSHELBY COUNTY JUDGE OF PROBATE
007 MCD 23.50

The State of Alabama
Jefferson County

Probate Court

In Re

Fee _____