

IN THE MATTER OF THE ESTATE OF

JOE H. BLACKWELL

Deceased

PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

Case No.

131083

PETITION FOR LETTERS TESTAMENTARY

TO THE HONORABLE O. H. FLORENCE, JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA

Come as your petitioner Hazel A. Joyce Blackwell
and upon information and belief, respectfully show as unto your Honor the following facts:

1. In the last will and testament of Joe H. Blackwell, deceased, which said will has been or shall be duly probated and admitted to record in this Court, your petitioner is named as the Execut rix thereof.

2. Your petitioner is an inhabitant ant of the State of Alabama, above the age of twenty-one years, and in no respect disqualified under the law from serving as such Execut rix.

3. Under said will your petitioner is exempted from giving any bond as such Execut rix. The said decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be \$750,000.00.

Inst # 1997-03766

02/05/1997-03766
10:03 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MEL 28.50

Wherefore, to the end that the properties constituting said estate may be collected and preserved for those who appear to have a legal interest therein, and that said will may be executed according to the requests and directions of said decedent, your petitioner pray as that your Honor will take judicial notice of the probate of the will of the decedent, and will grant letters testamentary to petitioner as in this matter — without entering into bond, as is provided by the terms of said will, — upon entering into bond in such sum as is required by statute and with security or securities to be approved by your Honor. ²

Attorney for petitioner:

Frank G. Alfano

(name)

2101 6th Avenue North, Suite 700
Birmingham, AL 35203

(address)

Hazel A Joyce Blackwell
Hazel A. Joyce Blackwell Petitioner

Address: 2336 Tanglewood Brook Lane, Birmingham, AL

STATE OF ALABAMA
JEFFERSON COUNTY

Before me, Frank G. Alfano, a notary public in and for said county in said state, personally appeared Hazel A. Joyce Blackwell, who, being first duly sworn, make as oath that she ha as read the foregoing petition and know as the contents thereof, and that she is informed and believe as, and, upon such information and belief, aver as that the facts alleged therein are true and correct.

Subscribed and sworn to before me this
1st day of September, 1987.

Notary Public

Hazel A Joyce Blackwell
Hazel A. Joyce Blackwell Affiant-Petitioner

¹Delete if petition is for letters testamentary with bond.
²Delete if petition is for letters testamentary without bond.

Filed in the office of the Judge of Probate of Jefferson County, prayer granted, and petition ordered recorded this
13th day of Oct, 1987

Judge of Probate

PETITION FOR LETTERS TESTAMENTARY

(Code 1975, § 43-2-20)

B'HAM BAR ASS'N FORM NO. 175
(Revised 1978)

ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND

PROBATE-48

IN THE MATTER OF THE ESTATE OF)

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

JOE H. BLACKWELL,)

OCTOBER TERM 1989

Deceased)

CASE NO. 131083

ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND

Now on this day comes Hazel A. Joyce Blackwell and files in
this court her petition in writing, under oath, praying that Letters Testamentary upon the
will of Joe H. Blackwell
deceased, be issued to her.

It is therefore ordered and decreed by the court that Letters Testamentary upon said will
be granted to Hazel A. Joyce Blackwell
and that said letters issue without bond or security being required, in accordance with the terms
of said will. It is further ordered that the petition filed in this behalf be recorded.

Done this date, October 13, 1989.

George P. Reynolds
Judge of Probate.

STATE OF ALABAMA,
JEFFERSON COUNTY.

I, Joe H. Blackwell, a resident of Jefferson County, State of Alabama, being of sound mind and disposing 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 thereto heretofore made by me.

ITEM ONE: I direct that all of my debts, including the expenses of my last illness and funeral, shall first be paid out of my estate by my executors hereinafter named, as soon as practicable after my death.

ITEM TWO: I give, devise and bequeath all of my property, of whatever kind and character and wherever situated, to my wife, Hazel A. Joyce Blackwell, absolutely, if she survives me.

ITEM THREE: If my wife does not survive me, I give and bequeath all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, and all other objects of my personal use, together with any insurance thereon, to my children, in equal shares. If any property bequeathed under this Item is distributable to a descendant of mine who has not attained the age of twenty-one years, my executors may, in their sole discretion, deliver the same directly to such descendant or to the parent, guardian, or other person having custody of such descendant. I hereby vest in my executors full power and authority to determine what objects of property are included in the foregoing descriptions.

ITEM FOUR: If my wife does not survive me, I give and bequeath unto the following named beneficiaries in the stated proportions all my interest in the proceeds of all bank accounts, both checking and savings, and all cash on hand at the time of my death:

(a) One-fourth to my daughter, June C. Blackwell, if she shall survive me, and if not, to her then living descendants, per stirpes.

(b) Three-fourths I give, devise and bequeath to the First National Bank of Birmingham, as trustee of the trust executed on the 1 day of Oct, 1978, between my wife, Hazel A. Joyce Blackwell, as grantor, and The First National Bank of Birmingham, as trustee. All property passing hereunder to said trust shall be administered as provided by the terms of said trust and in accordance with the additional instructions herein contained at subsection (b) of Item Six.

ITEM FIVE: If my wife does not survive me, then I give and devise my real property as follows:

(a) I give and devise any home which I may own and which is my principal place of residence at the time of my death, together with the real property constituting such home place, and all appurtenances and improvements in connection therewith, to my daughter, Anise Elizabeth Blackwell, in fee simple, if she survives me.

Filed in office this 15th
of September, 1978
Probate and Records

131083

JR2066P6122

JR20714P6647

Signature

Joe H. Blackwell

(b) I give and devise all my interest in that certain real property consisting of approximately ten (10) acres which is located in the town of Whitehall in Washington County, New York, together with all appurtenances and improvements in connection therewith, to my daughter, June C. Blackwell, in fee simple, if she survives me.

(c) I give and devise all my interest in that certain real property which is located on Manhattan Street in Jefferson County, Alabama, together with all appurtenances and improvements in connection therewith, in fee simple, to my children, in equal shares.

(d) I give, devise and bequeath all my interest in that certain restaurant and business enterprise located on Murfreesboro Road in Antioch, Tennessee, in fee simple, to my children, in equal shares. This gift includes the good will and all property, real and personal, used in connection therewith, as shown by the books of account of the business, including but not limited to, buildings, machinery, equipment, inventory, furniture and fixtures, supplies, accounts receivable and all bank accounts and deposits owned by said business at the time of my death; provided that the gift thereof shall be subject to outstanding debts and accounts payable of said business.

(e) If any of my beneficiaries shall not survive me, then I give and devise the interest which she would have received under any subsection of this Item, if living, to her then living descendants, if any; and if none, then the devise shall lapse and be added to the residuary of my estate.

ITEM SIX: If my wife does not survive me, then all the rest, residue and remainder of my property, of whatever kind and character, real, personal or mixed, and wherever situated, I give, devise and bequeath as follows:

(a) One-half to my daughter, June C. Blackwell, if she survives me, and if not, said share shall pass in accordance with the provisions of subsection (b) of this Item.

(b) One-half I give, devise and bequeath to The First National Bank of Birmingham, as trustee of the trust executed on the _____ day of Oct, 1978, between my wife, Hazel A. Joyce Blackwell, as grantor, and The First National Bank of Birmingham, as trustee. The property passing hereunder shall be apportioned, held in trust, or distributed as provided by the terms of said trust. Any property or portion thereof to be held in trust shall be added to such other property held in trust thereunder and thereafter shall be administered and disposed of in accordance with the terms of said trust and with the same powers and under the same conditions and for the same purposes stated therein. Upon delivery of any property to said trustee, my executors shall be fully and completely discharged as to such property so delivered.

JR206696123

JR207493648

Signature

131083

In the event said trust shall terminate, be revoked or cease to exist for any reason prior to my death, then I give, devise and bequeath said residue to my descendants, per stirpes.

ITEM SEVEN: If I am survived neither by my said wife nor by any descendant of me, I give, devise and bequeath my entire estate to such persons as would be entitled to inherit said property and in the proportions in which they would be entitled to inherit the same, from me under the laws of Alabama in force at the time of my death, as if I had died a resident of Alabama intestate.

ITEM EIGHT: It is my intention that any reference herein made to child or children shall include any child or children born to my wife and me after the execution of this will.

Any adopted person, including any person adopted by me, and his or her descendants, shall be considered to be descendants of the adoptive parents and of the ancestors of such adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this will.

ITEM NINE: I hereby designate and appoint my wife and The First National Bank of Birmingham (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), as executors hereunder. If my wife should resign or for any reason fail or cease to serve as executor, then The First National Bank of Birmingham shall serve as the sole executor hereunder. I direct that my executors shall not be required to give bond or to file an inventory or appraisal of my estate in any court, though they shall make out 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.

During the administration of my estate, I hereby vest in my executors full power to sell, convey, exchange, grant options, lease for a period beyond the termination of the administration of my estate or for a lesser period; to improve, borrow on the security of, encumber or otherwise dispose of my estate in such manner and upon such terms and conditions as my executors may approve and to invest and reinvest my estate and the proceeds of sale or any portion thereof in such loans, bonds, stocks or other securities, mortgages, common trust funds or other property as they may consider suitable, to change and to make new investments from time to time as to them may seem necessary or desirable without regard to any statutory or constitutional limitation applicable to the investment of trust funds, to compromise, adjust and settle in their discretion any claims in favor of or against my estate and to exercise discretion in good faith for the benefit of all parties in interest with regard to income and estate tax elections or other matters

Signature



JR2066P6124

JR2074P6649

arising in the administration of my estate and the decision of my executors shall be binding and conclusive on all such parties. My executors shall not be liable to any legatee, devisee or other interested party for any loss or claim of any kind or nature whatsoever resulting from the exercise of said discretion. The First National Bank of Birmingham shall be entitled to reasonable compensation for its services as executor. My wife shall not receive compensation for her services as executor.

ITEM TEN: In the event it becomes necessary to have administration of my estate or share thereof in any state other than Alabama and The First National Bank of Birmingham does not qualify therefor, it may nominate and appoint any person or organization as ancillary administrator thereof, and may compensate such administrator for its services. Such administrator shall complete its administration and make such disposition of the property administered by it as The First National Bank of Birmingham may require, and in so doing it shall have the same rights, powers, duties and discretion herein conferred upon the executors.

ITEM ELEVEN: In the event one or more of my children be minors at the time of the death of the survivor of my wife and me, I do hereby designate and appoint as guardian of the person of said minor child or children Alfred W. Joyce, who currently resides at 4 Greenmoor Link, Winchmoor Hill, London, England. I do hereby exempt said guardian from the necessity of giving bond or of filing an inventory or of being answerable, as an incident of such guardianship, to any court. It is my intention by the appointment of such guardian that the guardian shall have custody of the person of said minor child being responsible for furnishing a proper home environment and seeing to the education of such minor. Nothing contained in this paragraph shall be construed as a limitation upon the rights and powers or the duty and responsibility of the trustee. The trustee shall not be required to make payments directly to said guardian for the benefit of said child but may do so if in its sole discretion and judgment it is in the best interest of the child to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

1 day of Oct., 19 78.

We, the undersigned, hereby certify that the above named testator subscribed his name to the foregoing instrument in our presence, and published and declared the same to be his last will and testament, and we, at the same time, at his request, in his presence and in the

JR2066Pg125

JR2071Pg650

Signature

131083

presence of each other, have hereunto signed our names as subscribing witnesses.

Donald B. Kipatrius 1516 Southview Road

Address

Katherine Glass Kipatrius 1516 Southview Road

Address

Address

Joe H. Blackwell

Signature

JR2066P6126

JR2074P6651

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 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 Joe H. Blackwell, _____ Deceased and that said Will _____ 2066 122-126 together with the proof thereof have been recorded in my office in Judicial Record, Volume 2074, Page 646-652

In witness of all which I have hereto set my hand and the seal of the said Court, this date Oct. 3, 1989 .

PROBATE -- 98

George R. Reynolds
_____, Judge of Probate.

I, _____, Judge of the Court of Probate for Jefferson County, Alabama, hereby certify that the foregoing is a true and correct copy of the instrument _____ as it appears of record in said Court. I have set my hand and seal of said Court this _____ day of _____, 1989.

JUDGE OF PROBATE

Inst # 1997-03766

02/05/1997-03766
10:03 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MEL 28.50

CERTIFIED COPY

I, GEORGE R. REYNOLDS, JUDGE OF THE COURT
OF PROBATE FOR JEFFERSON COUNTY,
ALABAMA, HEREBY CERTIFY THAT THE
FOREGOING IS A TRUE, CORRECT AND FULL
COPY OF THE INSTRUMENT _____ HERewith
SET OUT AS APPEARS OF RECORD IN SAID COURT.
WITNESS MY HAND AND SEAL OF SAID COURT,
THIS 29th DAY OF January,
19 97. George R. Reynolds
JUDGE OF PROBATE