

LAST WILL AND TESTAMENT

OF

DWIGHT J. CASTLEBERRY

Inst # 1999-23404

06/03/1999-23404
1:41 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 100 41.00

106819

I, DWIGHT J. CASTLEBERRY, 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 heretofore made by me.

ARTICLE I

MEMBERS OF MY FAMILY

The provisions in this Will regarding my wife refer to my wife, SUE G. CASTLEBERRY. The provisions regarding a child or children of mine refer to my children, JENNIFER C. EASON, JANET C. JAMES, DENISE C. ANCHORS, and RICHARD F. CASTLEBERRY. I have not made provisions in this Will (other than gifts of personal property) for my children, DENISE C. ANCHORS and RICHARD F. CASTLEBERRY, not because of any lack of affection for them, but because I know they will be provided for through inheritance of benefits which I acquired during my marriage to their mother and which their mother retained as settlement in our divorce.

ARTICLE II

EXECUTOR AND TRUSTEE

(a) EXECUTOR. I hereby designate and appoint my wife, SUE G. CASTLEBERRY, as Executor hereunder. If my wife should resign or for any reason fail or cease to serve as Executor, then I hereby designate and appoint my wife's daughter, MELINDA EVELYN LEWIS, and my daughter, JANET C. JAMES, or the survivor of them, as successor Executors.

(b) TRUSTEE. I hereby designate and appoint my daughter, JANET C. JAMES, as Trustee of the Trust for JENNIFER C. EASON established in ARTICLE VIII hereof. If my daughter, JANET C. JAMES, should resign or for any reason fail or cease to serve as Trustee, then I hereby designate and appoint my nephew, ROBERT B. CASTLEBERRY, as successor Trustee of the Trust for JENNIFER C. EASON. I

Signature

FILED IN OFFICE OF THE CLERK OF THE DISTRICT COURT
OF THE DISTRICT OF COLUMBIA
ON April 21 1999 PM

Georgie R. Hunsell
CLERK OF THE DISTRICT COURT

hereby designate and appoint my wife, SUE G. CASTLEBERRY, as Trustee of any other trust established hereunder. If my wife should resign or for any reason fail or cease to serve as Trustee of any such trust, I hereby appoint my wife's daughter, MELINDA EVELYN LEWIS, and my daughter, JANET C. JAMES, or the survivor of them, as successor Trustees.

ARTICLE III PAYMENT OF DEBTS

I direct that my debts, including the expenses of my last illness, my funeral and a suitable marker, shall first be paid out of my estate as soon as practicable after my death.

ARTICLE IV PERSONAL EFFECTS

(a) **PERSONALTY ACQUIRED BEFORE MARRIAGE.** I give and bequeath my jewelry, books, pictures, art objects, hobby equipment, collections and other objects of my personal use which I acquired before my marriage to my wife, SUE G. CASTLEBERRY, to my descendants, per stirpes. I intend to leave a memorandum identifying such items and containing suggestions for the ultimate distribution of such items, but such memorandum shall not affect the absolute nature of this bequest.

(b) **PERSONALTY ACQUIRED DURING MARRIAGE.** I give and bequeath (i) all of my household furniture and furnishings, together with insurance thereon, and (ii) all jewelry, books, pictures, art objects, hobby equipment, collections and other objects of my personal use acquired during my marriage to SUE G. CASTLEBERRY to my said wife absolutely if she survives me.

(c) **EXECUTOR'S DISCRETION.** My Executor shall have full power and authority to determine what objects of property are included in the foregoing descriptions. If any property bequeathed under this Article is distributable to a descendant of mine who has not attained the age of nineteen (19) years, my Executor may, in my Executor's sole discretion, deliver the same directly to such descendant or

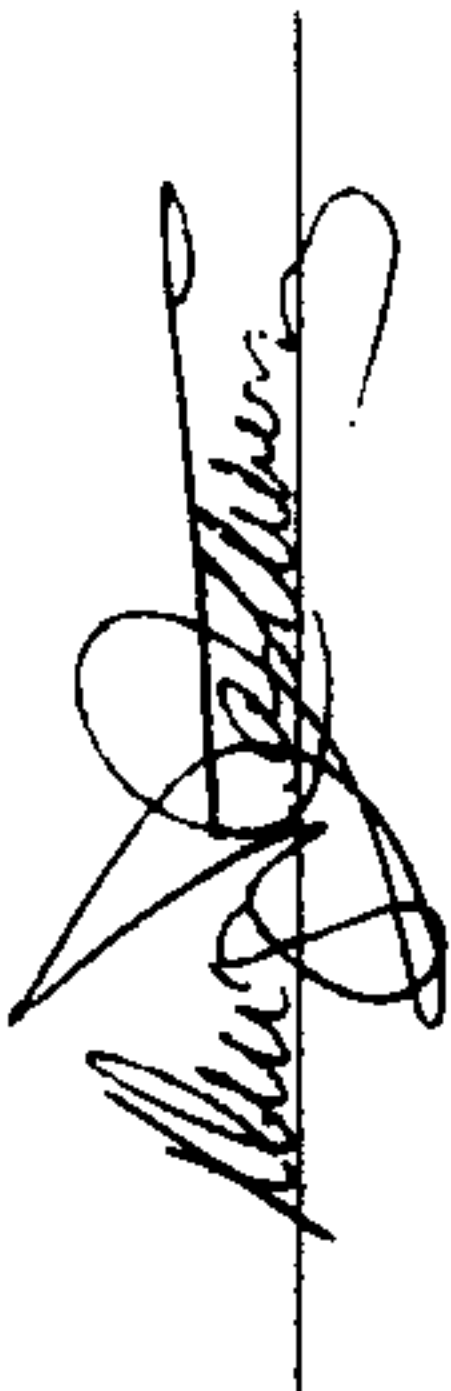
to the parent, guardian, or other person having custody of such descendant.

ARTICLE V
DISPOSITION OF LAKE PROPERTY

I direct that my Executor shall sell my lake home located on Lay Lake at 484 Tangled Way, Columbiana, Alabama, for fair market value as soon as practical after my death. Prior to such sale, my wife, SUE G. CASTLEBERRY, shall have the right to select any furnishings in the home that she may desire, and I give such furnishings to her, either for her personal use, or for distribution to any of our children or their descendants as she may select, in her sole discretion. Any furnishings not so selected shall be sold, and the proceeds of such sale shall be added to the proceeds of sale of my lake home. I give and bequeath such proceeds as follows:

One-half (1/2) to my daughter, JANET C. JAMES, if she survives me, or if she does not, to her lineal descendants who survive me, per stirpes, subject to the provisions of ARTICLE IX hereof. If neither JANET C. JAMES nor any descendant of hers survives me, I give all of the said sales proceeds to my Trustee to be held for my daughter, JENNIFER C. EASON, pursuant to the provisions of ARTICLE VIII hereof, if she survives me, or if she does not, to her lineal descendants who survive me, per stirpes, subject to the provisions of ARTICLE IX hereof.

One-half (1/2) to my Trustees to be held and disposed of for the benefit of my daughter, JENNIFER C. EASON, in accordance with the provisions of ARTICLE VIII hereof if JENNIFER C. EASON survives me, or if she does not, to her lineal descendants who survive me, per stirpes, subject to the provisions of ARTICLE IX hereof. If I am survived by neither JENNIFER C. EASON nor any of her descendants, I give all of the said sales proceeds to my daughter, JANET C. JAMES, if she survives me, or if she does not, to her lineal descendants who survive me, per stirpes, subject to the provisions of ARTICLE IX hereof.



Signature

**ARTICLE VI
RESIDUARY ESTATE**

(a) **DISPOSITION IF WIFE SURVIVES.** If my wife, **SUE G. CASTLEBERRY**, survives me, I give, devise and bequeath all of the rest, residue and remainder of my property, of whatever kind and character and wherever situated, to my Trustee to be disposed of as provided for in **ARTICLE VII** hereof.

(b) **DISPOSITION IF WIFE DOES NOT SURVIVE.** If my wife, **SUE G. CASTLEBERRY**, does not survive me, all of the rest, residue and remainder of my property shall be allocated in equal shares for such of my children, **JANET C. JAMES** and **JENNIFER C. EASON**, and my wife's children, **MELINDA EVELYN LEWIS**, **JOHN STEWART FISCHER, II**, and **SAMUEL MASON FISCHER**, who survive me, but if any of said named children does not survive me, but has descendants who survive me, the share to which the deceased child would have been entitled if living shall be allocated for his or her descendants who survive me, per stirpes. Any share allocated for my daughter, **JENNIFER C. EASON**, shall be held for her in trust pursuant to the provisions of **ARTICLE VIII** hereof. Any share allocated for **JANET C. JAMES** or any of my wife's children shall be transferred to such child free of trust. Any share allocated for a descendant of a deceased child of my wife or me shall be transferred and paid over to such descendant, subject to the provisions of **ARTICLE IX** hereof which concerns Trusts for Minors.

**ARTICLE VII
TRUST FOR WIFE**

Any property given to my Trustee to be governed by the provisions of this Article shall be held or disposed of as follows:

(a) **DISTRIBUTIONS DURING LIFETIME OF MY WIFE.** During the lifetime of my wife, the Trustee shall pay to her the entire net income from the trust in installments convenient to her, but at least annually. If at any time during such period the net income from the trust is insufficient for the health, maintenance and support of my wife, taking into account other resources available to her and known to the Trustee, the Trustee shall pay to her such

additional sum or sums out of the principal of the trust as the Trustee, in the Trustee's sole discretion, may deem necessary or desirable for said purposes.

(b) **DISTRIBUTION UPON DEATH OF MY WIFE.** Upon the death of my wife, the successor Trustee shall divide the remainder of the trust into so many equal shares for such of my children, JANET C. JAMES and JENNIFER C. EASON, and my wife's children, MELINDA EVELYN LEWIS, JOHN STEWART FISCHER, II, and SAMUEL MASON FISCHER, as are then living, but if any said named child is not then living, but has descendants who are then living, the share to which the deceased child would have been entitled if living shall be allocated for his or her descendants then living, per stirpes. Any share allocated for my daughter, JENNIFER C. EASON, shall be held for her in trust pursuant to the provisions of ARTICLE VIII hereof. Any share allocated for JANET C. JAMES or any of my wife's children shall be transferred to such child free of trust. Any share allocated for the descendants of a deceased child of my wife or me shall be transferred and paid over to such descendant, subject to the provisions of ARTICLE IX hereof which concerns Trusts for Minors.

ARTICLE VIII
TRUST FOR JENNIFER C. EASON

The Trustee shall administer property to be held for my daughter, JENNIFER C. EASON, (the "Beneficiary") in accordance with the following provisions:

(a) **DISTRIBUTIONS TO BENEFICIARY DURING CONTINUANCE OF TRUST.** During the lifetime of the Beneficiary, the Trustees shall pay to her the entire net income from the Trust in convenient installments, but at least annually. If at any time the net income from the trust is insufficient for the health, maintenance, support and education of the Beneficiary, taking into account other resources available to him or her and known to the Trustees, the Trustees shall pay to the Beneficiary such additional sum or sums out of the principal of the Trust as the Trustees, in the Trustees' sole discretion, may deem necessary or desirable for said purposes.

Signature

(b) DISTRIBUTION UPON DEATH OF THE BENEFICIARY.

Upon the death of the Beneficiary, the Trust for the Beneficiary shall terminate, and the Trustees shall transfer and pay over the remainder of the Trust to the Beneficiary's lineal descendants then living per stirpes, subject to the provisions of ARTICLE IX hereof. If none of the Beneficiary's descendants are then living, the Trustee shall transfer and pay over the remainder of Trust to my daughter, JANET C. JAMES, if she is then living, or if she is not, to her lineal descendants then living, per stirpes, subject to the provisions of ARTICLE IX hereof.

ARTICLE IX
TRUSTS FOR MINORS

If any share of my estate, or of any trust hereunder (upon the termination of such trust) becomes distributable by the terms hereof to any person who is under the age of twenty-one (21) years, then though his or her share shall be vested in him or her, the Trustee shall hold or continue to hold the same in trust with all of the powers and authority given to the Trustee with respect to other trust property held hereunder, until he or she attains the age of twenty-one (21) years, using and applying for his or her health, maintenance, support and education such part of the income and principal of such share as the Trustee shall deem necessary or desirable for said purposes, accumulating and adding to principal any income not so used. When such person attains the age of twenty-one (21) years, the Trustee shall transfer and pay over said share to him or her free of trust. If such person shall die prior to attaining the age of twenty-one (21) years, the Trustee shall transfer and pay over the share to his or her executor or administrator.

ARTICLE X
CONTINGENT DISTRIBUTION

If, at the time of my death or at the time for distribution of the remainder of any trust created hereunder, any of my property is not otherwise disposed of by the terms of this Will, I give, devise and bequeath said property to such persons as would be entitled to inherit said property and in such proportions as they would be entitled to inherit the same from me under the laws of

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Alabama then in force had I died at said time a resident of Alabama, intestate, and owned said property.

**ARTICLE XI
GENERAL PROVISIONS**

(a) **SIMULTANEOUS DEATH.** In the event that my wife 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, my wife shall be presumed to have predeceased me for all purposes under this Will.

(b) **STATUTORY RIGHTS.** The provisions herein made for my wife are in lieu of any and all other rights she may have in my estate, statutory or otherwise, including but not limited to homestead allowance, family allowance and the right to exempt property.

(c) **FORM OF DISTRIBUTIONS.** The distribution of my estate and the division into separate trusts and shares shall be made in the sole discretion of the Executor or Trustee in cash or in kind or in both, including undivided interests in property, without regard to the basis for income tax purposes of any property so distributed or divided in kind, and such distributions and divisions and the values therefor established by the Executor or Trustee shall be final and binding on all persons.

(d) **ACCRUAL OF INCOME.** The income of the trusts created at my death shall accrue from the date of my death, and until the trusts are established, I authorize my Executor, in my Executor's absolute discretion, to pay to the respective income beneficiary from my general estate, as advance payments of income, such sum or sums as, in my Executor's sole judgment, are not in excess of the income which such income beneficiaries probably would have been entitled to receive from the trusts had they been established. If any such sum is paid from the principal of my general estate, it shall be a temporary advance to be restored to the principal from income otherwise payable to the beneficiary to whom the advance is made.

(e) **FACILITY OF PAYMENT.** Any payment of income or discretionary payment of principal from any trust to or for any beneficiary may, in the discretion of the Trustee,

Signature

be made to any person or organization (including the beneficiary, the conservator of the beneficiary, the guardian of the beneficiary, or anyone having custody and care of the beneficiary, or who provides goods or services for him or her), who shall apply such payment for the use and benefit of the beneficiary as provided for hereunder. Such distributions may also be made to a custodian selected by the Trustee for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law.

(f) **TRUSTEE'S DISCRETION.** No beneficiary shall have the right to require that any discretionary payment of income or principal be made to the beneficiary, the decision of the Executor or Trustee being final and binding on all persons.

(g) **DISCHARGE OF LIABILITY.** Upon making any payment or transfer hereunder, the Executor and Trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the Trustee shall be fully discharged as to such trust.

(h) **PROHIBITED DISTRIBUTIONS.** No portion of the income or principal of any trust hereunder may be applied in discharge of a legal obligation of any Trustee in the Trustee's individual capacity.

ARTICLE XII POWERS OF TRUSTEE

The Trustee shall hold and manage the said trust or trusts and all shares thereof, with all of the powers and authority the Trustee would have if the Trustee were the absolute owner thereof, including but not limited to the following powers:

(1) To collect the income therefrom.

(2) To compromise, adjust and settle in the Trustee's discretion any claim in favor of or against the trust.

(3) To hold any property or securities originally received by the Trustee as a part of the trust or to

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which the Trustee may become entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, including any stock or interest in any family corporation, partnership or enterprise, so long as the Trustee shall consider the retention for the best interests of the trust.

(4) To sell, auction, convey, exchange, lease or rent for a period beyond the possible termination of the trust (or for a less period) for improvement or otherwise, or to grant options for or in connection with such purposes, or otherwise dispose of, all or any portion of the trust, in such manner and upon such terms and conditions as the Trustee may approve.

(5) To invest and reinvest the trust and the proceeds of sale or disposal of any portion thereof, in such loans, bonds, stocks, mortgages, common trust funds, securities, shares of regulated investment companies or trusts, or other property, real or personal, or to purchase options for such purposes, or to exercise options, rights, or warrants, to purchase securities or other property, as to the Trustee may seem suitable.

(6) To hold, retain or acquire property or securities which in the Trustee's opinion is for the best interests of the trust, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.

(7) To vote any corporate stock held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give any consent for or with respect thereto.

(8) To borrow money for such time and upon such terms as the Trustee sees fit, without security or on mortgage of any real estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

(9) To improve, repair, let, exchange, release, partition, vacate, dedicate, or adjust the boundaries of, any real estate constituting a part of said trust estate, and to keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments,

Signature

mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the Trustee deems necessary or desirable.

(10) To determine whether any money or property coming into the Trustee's hands shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust as the Trustee may deem just and equitable; provided, however, that such powers shall be exercised in accordance with the provisions of the Alabama Principal and Income Act. Notwithstanding, any proceeds of a qualified pension, profit sharing, stock bonus, Keogh or retirement plan, trust contract, account annuity or bond, or individual retirement account, or any non-qualified deferred compensation agreement, salary continuation agreement or similar arrangement, shall be treated as principal, except that any income earned from such proceeds following my death shall be treated as income.

(11) To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the Trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

(12) To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, to pay the same from the principal thereof.

(13) To hold, as a matter of administrative convenience, any two or more trusts for the same beneficiary or beneficiaries, as a single trust, without physically dividing the same until actual division becomes necessary in order to make distribution, making division thereof only upon books of account by proper entries and allocating to each trust its proportionate part of receipts and expenditures, but such failure to make division shall not change the beneficial interest of any person nor defer the vesting of any estate which would otherwise vest.



Signature

ARTICLE XIII
PROVISIONS CONCERNING EXECUTOR AND TRUSTEE

(a) **BOND AND INVENTORY.** I direct that my Executor and Trustee shall not be required to give bond or to file an inventory or appraisal of my estate or of any trust or share thereof 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. I hereby vest in my Executor the same full powers of management, control and disposition of my estate as are given to the Trustee with respect to the trust or trusts hereunder.

(b) **ANCILLARY ADMINISTRATION.** If it becomes necessary to have administration of my estate or of any trust or share thereof in any state in which the Executor or Trustee is not qualified to serve, the Executor or Trustee may nominate and appoint any person or organization as ancillary administrator thereof, and may compensate such administrator for said services. Such administrator shall complete the administration and make such disposition of the property so administered as the said Executor or Trustee may require, and in doing so shall have the same rights, powers, duties and discretion herein conferred upon the Executor or Trustee.

(c) **RIGHTS AND DUTIES OF SUCCESSOR TRUSTEES.** Any successor Trustee shall have and may exercise all the title, rights, powers, duties and discretions conferred or granted to the original Trustee without court order or act of transfer. No successor Trustee shall be personally liable for any predecessor Trustee's act or failure to act. A successor Trustee may accept the account furnished, if any, and the property delivered by or for a predecessor Trustee without liability for so doing.

(d) **COMPENSATION.** No individual named shall receive compensation for her services in any fiduciary capacity hereunder.

(e) **GENDER AND NUMBER.** Whenever the word "Trustee", "Trustees", "Executor" or "Executors" is used, it shall be construed either as singular or plural, and

Signature

masculine, feminine or neuter, whichever is proper in accordance with the context.

IN WITNESS WHEREOF, I, DWIGHT J. CASTLEBERRY, the Testator, sign my name to this instrument this 21st day of August, 1992, 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 eighteen (18) years of age or older, of sound mind and under no constraint or undue influence.

Dwight J. Castleberry
DWIGHT J. CASTLEBERRY

We, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his Last Will and that he signs it willingly, and 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 eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Andrea Owens
Address: *2421 Highland Ave.*
B'ham, AL

Martha L. Jones
Address: *8215 Division Ave*
Thom, AL

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me by DWIGHT J. CASTLEBERRY, the Testator, and subscribed and sworn to before me by *Andrea Owens* and *Martha L. Jones*, witnesses, this 21st day of *August*, 1992.

C. Clark Collier
Notary Public

[SEAL]

My Commission Expires:
1-23-97

d-castle.will
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IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

DWIGHT J. CASTLEBERRY,

CASE NO. 166819

Deceased

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

SUE G. CASTLEBERRY

hereby granted to _____
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).

JUNE 1, 1999

WITNESS my hand this date, _____

(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, JUNE 1, 1999

Peggy A. Proctor
Chief Clerk

CERTIFICATE TO COPIES

PROBATE - 67

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 of Dwight J. Castleberry, deceased

With the Certificate to the Probate thereof.

in the matter of _____
Estate of Dwight J. Castleberry, deceased

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

Given under my hand and seal of said Court, this
the 1st day of June, 1999

Peggy A. Proctor
Chief Clerk

Inst # 1999-23404

06/03/1999-23404
01:41 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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