

THE STATE OF ALABAMA

COUNTY OF COVINGTON

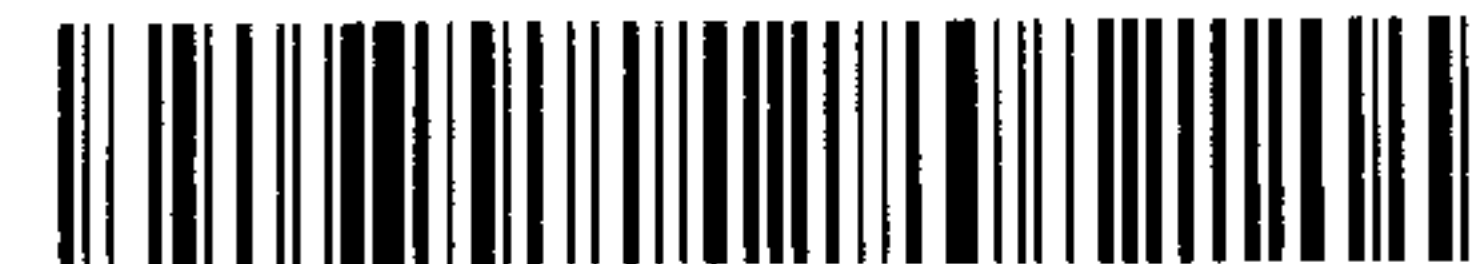
ESTATE OF BASIL W. THOMPSON

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BOOK 117 PAGE 966
COURT OF PROBATE

CASE NO. PC-96-194

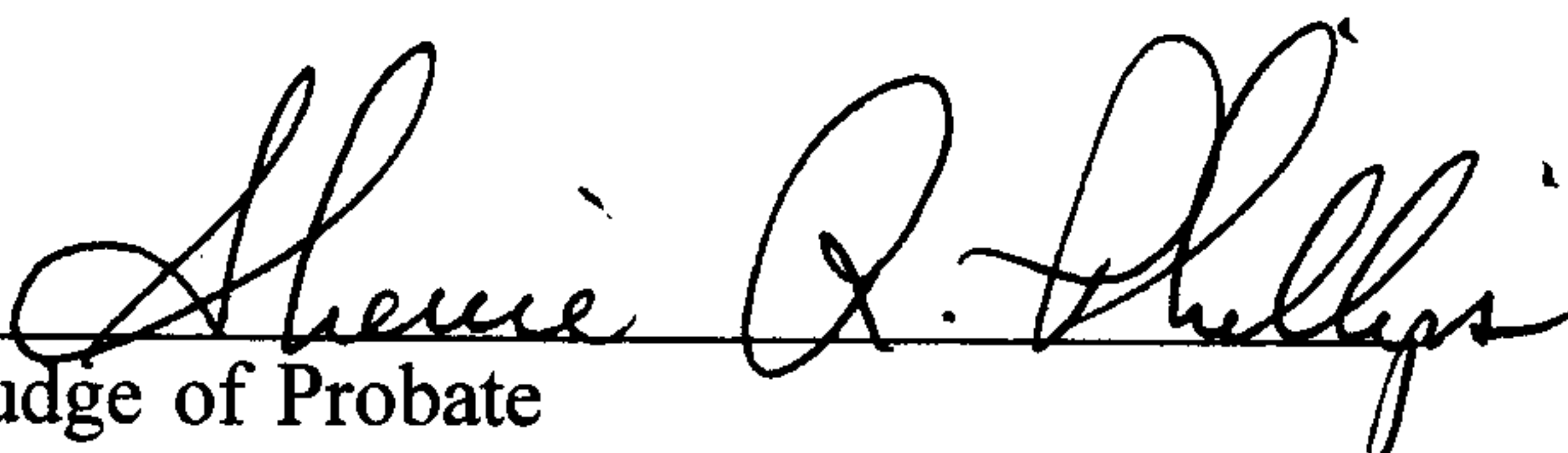
LETTERS TESTAMENTARY



20070817000388350 1/7 \$29.00
Shelby Cnty Judge of Probate, AL
08/17/2007 11:19:10AM FILED/CERT

The Will of **Basil W. Thompson** having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to **Basil W. Thompson, Jr.**, the Personal Representative named in said will, who has been duly qualified in compliance with the requisites of the laws (bond was excused), and is authorized to administer such estate in accordance with the procedures provided in ALA. CODE §§ 43-2-830, et seq., (Supp. 1993), including the powers and duties permitted in § 43-2-843 without prior court order, as further modified expressly in the will.

Witness my hand, and dated this 30 day of September, 19 96.


Judge of Probate

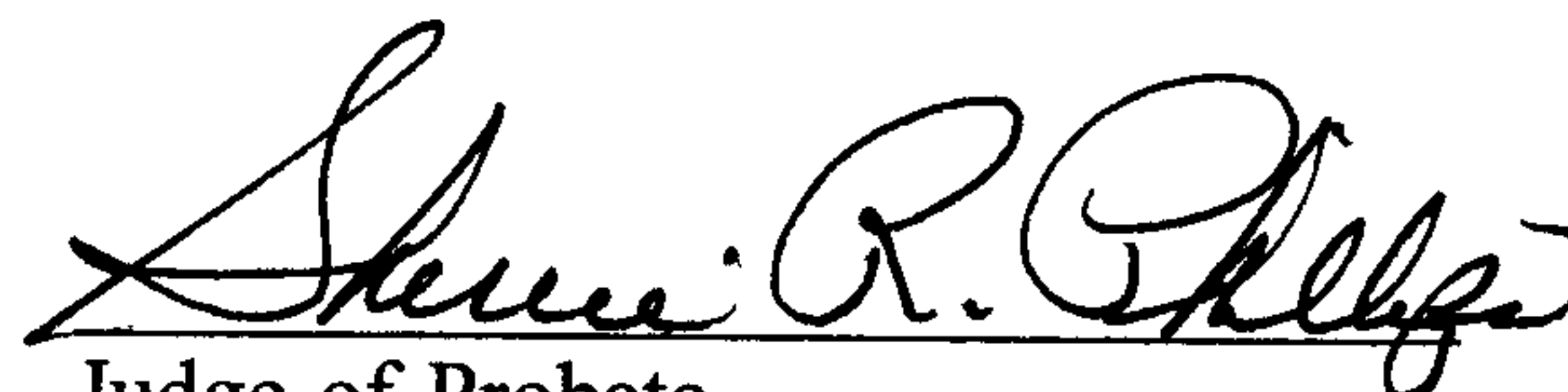
THE STATE OF ALABAMA

COVINGTON COUNTY

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I, **Sherrie R. Phillips**, Judge of Probate in and for said County and State, hereby certify that the within and foregoing is true, correct and complete copy of the Letters Testamentary issued to **Basil W. Thompson, Jr.**, as Executor of the will of **Basil W. Thompson**, deceased, as the same appears of record in my office, and are still in full force and effect.

Given under my hand and seal of office, this the 15 day of August,
2007.


Judge of Probate



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Shelby Cnty Judge of Probate, AL
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The State of Alabama, Covington County

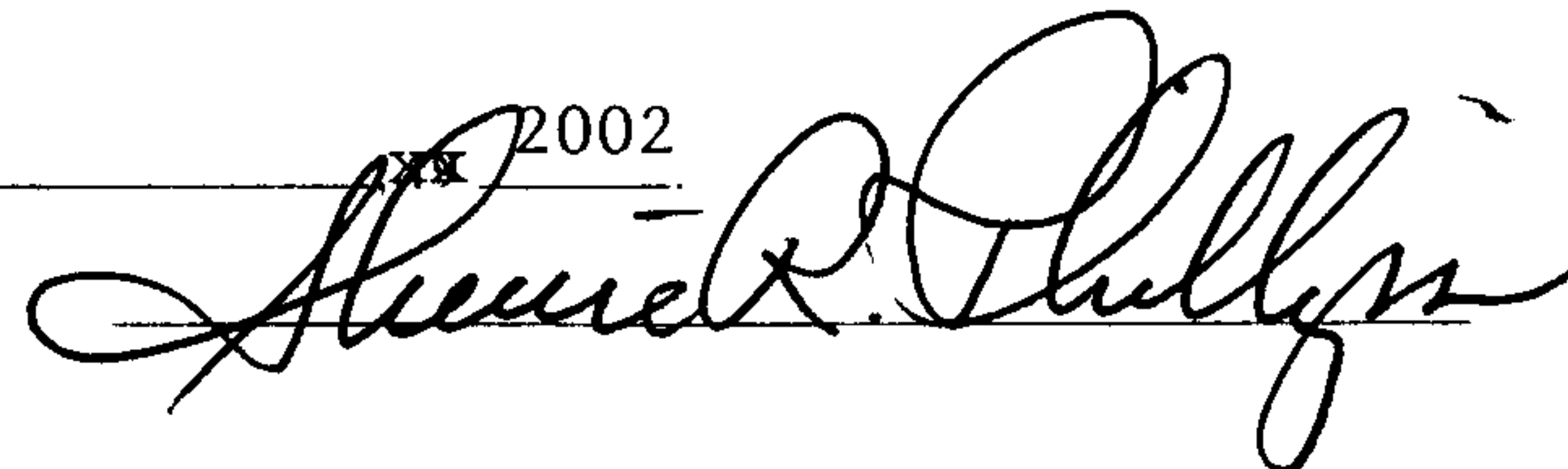
I, Sherrie R. Phillips, Judge and Ex-Officio Clerk of the Probate Court of said County of Covington, do hereby certify that the foregoing
five pages, numbered from 956 to 960, both inclusive, constitute and are
an examined, true, accurate and complete copy of the Last Will and Testament of Basil W. Thompson,
deceased, Case No. PC-96-194

_____ as the same are and remain of record in my office.

I further certify that I am the Judge and the Presiding Judge, of the Probate Court of said County and am duly commissioned and qualified as such Judge; that being such Judge, I am ex-officio, and under the laws of Alabama, the Clerk of said Court, and that said Court has no Clerk other than myself, that said Court is a Court of Record and has a seal, and that being such Judge and such Clerk, I am keeper of the Records and of the Seals of said Court.

And in attestation and authentication of this certificate, I do hereunto set my hand officially, and affix the seal of said Court, and certify that this attestation, is in due form and by the proper officer.


Done at office, this the 8th day of November

2002


Sherrie R. Phillips
Judge and Ex-Officio Clerk
Probate Court
Covington County, Alabama

L A S T W I L L A N D T E S T A M E N T

STATE OF ALABAMA)
 COVINGTON COUNTY)


 20070817000388350 3/7 \$29.00
 Shelby Cnty Judge of Probate, AL
 08/17/2007 11:19:10AM FILED/CERT

I, Basil W. Thompson, a resident of the City of Andalusia, State of 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 thereto heretofore made by me.

I

I direct that all of my just 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 possible after my death.

II

I give and devise any home which I may own and in which I may reside at the time of my death, together with the parcel of land upon which the same stands, to my beloved wife, Era J. Thompson, absolutely, if she be living at the time of my death.

III

I give and bequeath all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, any automobile I may own, and all other objects of my personal use to Era J. Thompson, absolutely, if she be living at the time of my death. I hereby vest in my executors full power and authority to determine what objects of property are included in the foregoing description contained in this paragraph of my will.

IV

(a) I give and devise all the rest, residue and remainder of my real property to Era J. Thompson and my son, Basil W. Thompson, Jr., or to the survivor of them, in trust, nevertheless, for the uses and purposes hereinafter mentioned.

(b) The trustees shall hold said trust estate in trust for the use and benefit of my aunt, Minnie F. Gandy, for and during her lifetime. During such period the trustees shall pay over to my said Aunt, or in

Era J. Thompson

her behalf, in such installments as may be convenient, for the support and comfort of herself, and so long thereafter as may be necessary to pay the expenses of her last illness and funeral, the entire gross income from said trust estate. If at any time during such period the gross income from said trust estate shall not, in the opinion of the trustees, be sufficient for the proper support and comfort of my said aunt, as well as her funeral expenses, then I direct that the trustees shall pay to my said aunt, or in her behalf, such additional sum or sums out of the principal of said trust estate as to them may seem necessary or desirable for said purposes. All payments made by the trustees to my said aunt hereunder shall fully discharge the trustees as to amounts so paid, without obligation on the part of my said aunt to account therefor to the trustees.

(c) From and after the death of my aunt, Minnie F. Gandy, the trustees shall hold such trust estate as may be remaining for the uses and purposes hereinafter mentioned in paragraph V hereof; with full power to merge without separation the corpus of said trust estate with the assets of the trust hereinafter created.

V

(a) All of the rest, residue and remainder of my property, of whatsoever kind and character and wheresoever situated, I give, bequeath and devise unto my wife, Era J. Thompson, and my son, Basil W. Thompson, Jr., or to the survivor of them, in trust, nevertheless, for the uses and purposes hereinafter mentioned.

(b) The trustees shall hold said trust estate in trust for the use and benefit of my said wife, Era J. Thompson, until the death or remarriage of my said wife, in such installments as may be convenient to her, for the support and comfort of herself, the entire gross income from said trust estate. If at any time during such period the gross income from said trust estate shall not, in the opinion of the trustees, be sufficient for the proper support and comfort of my said wife, then I direct that the trustees shall pay to my said wife such additional sum or sums out of the principal of said trust estate as to them may seem necessary or desirable for said purposes. I also direct that the surviving or successor trustee shall pay such last illness and funeral expenses of my said wife as may not have otherwise been paid, in the event that she should not remarry. All pay-

Era J. Thompson

ments made by the trustees to my said wife hereunder shall fully discharge the trustees as to amounts so paid, without obligation on the part of my said wife to account therefor to the trustees.

(c) Upon the death or remarriage of my said wife, whichever event first happens, the trustees shall hold said trust estate in trust, without division into shares, for the education and support of my grandchildren, Sally Thompson, Basil Webster Thompson, III, John Manley Thompson, and any grandchildren born after the date hereof, or the survivors of them. When the youngest of said grandchildren shall reach the age of twenty-one, or my said wife shall have remarried or become deceased, whichever event last happens, the trustees shall transfer and pay over to my son, Basil W. Thompson, Jr., free of trust the entire remainder of the property then held in trust. In the event my son should not then be living, the trustees shall transfer and pay over to such of my grandchildren as may then be living, in equal parts, share and share alike, free of trust the entire remainder of the property then held in trust.

(d) During the minority of any grandchild of mine entitled to share in said trust estate under subsection (c) hereof, the trustees shall use and apply for his or her education and support such part of the gross income from the trust estate and of the principal thereof as the trustees deem necessary or desirable for said purposes.

VI

(a) In the event that both trustees of the hereinabove mentioned trust estates should die or become legally incapable of performing said duties, I hereby nominate and appoint Leighton A. Beers, Jr. as trustee of said trust estates.

(b) The trustees of any trusts in this will created shall hold and manage the property of said trust estates, and such other property as they may subsequently acquire pursuant to the power and authority given to them (all of which for convenience will hereinafter be referred to as "trust estate"), with full power to compromise, adjust and settle in their discretion any claim in favor of or against said trust estate, with full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the possible termination of this trust,

Basil W. Thompson, Jr.

or for a less period, improve, encumber, borrow on the security of, or otherwise dispose of, all or any portion of said trust estate, in such manner and upon such terms and conditions as said trustees may approve, and with full power to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds, or other securities, mortgages, common trust funds, or other property, real or personal, as to said trustees may seem suitable, and to change investments and to make new investments from time to time as to said trustees may seem necessary or desirable. The trustees may continue to hold any property or securities originally received by them as a part of said trust estate so long as they shall consider the retention thereof for the best interests of said trust estate, regardless of whether such property or securities are a so-called "legal" investment of trust funds. In the disposition of any property constituting a part of said trust estate the trustees may acquire other property which is not a so-called "legal" investment of trust funds where such course is in their opinion for the best interests of said trust estate. The trustees shall have power to determine whether any money or property coming into their hands shall be treated as a part of the principal of said trust estate or a part of the income therefrom, and to apportion between such principal and income any loss or expenditure in connection with said trust estate as to them may seem just and reasonable. The word "trustees" in this subsection shall be interpreted to mean the joint or co-trustees, the survivor of the joint or co-trustees, or the successor trustee.

VII

Notwithstanding the provisions of Title 16, Chapter 3, of the Code of Alabama of 1940 (Recompiled, 1958), known as the "Uniform Simultaneous Death Act," in the event that my said wife, Era J. Thompson, 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 said wife shall be presumed to have survived me for all purposes under this will.

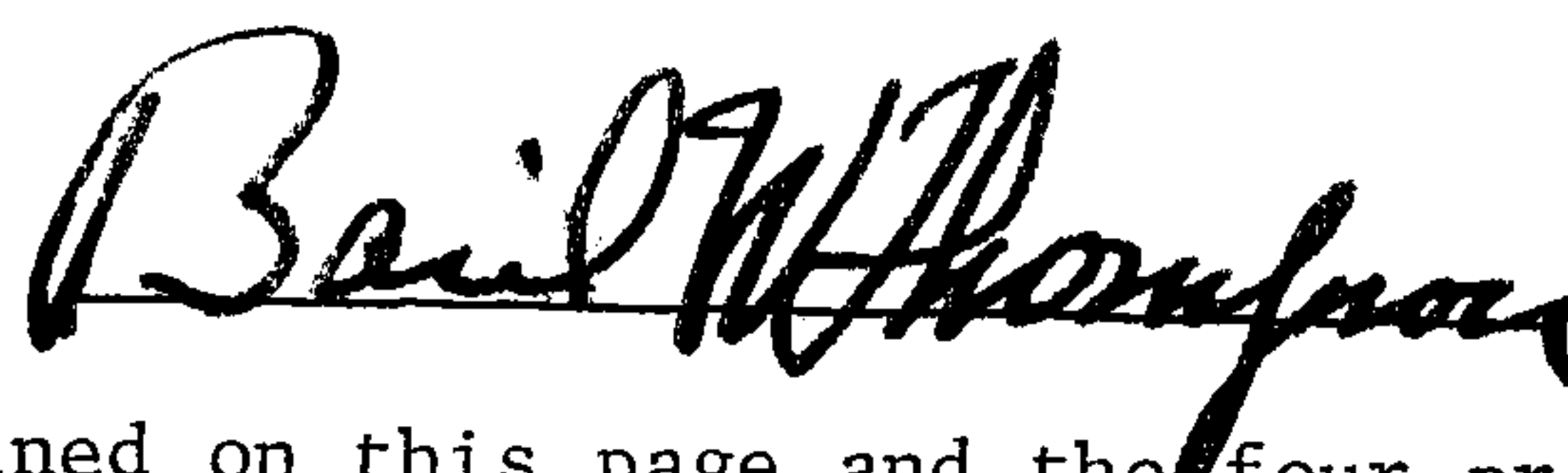
VIII

I hereby nominate and appoint my said wife, Era J. Thompson, and my son, Basil W. Thompson, Jr., or the survivor of them, executors of this

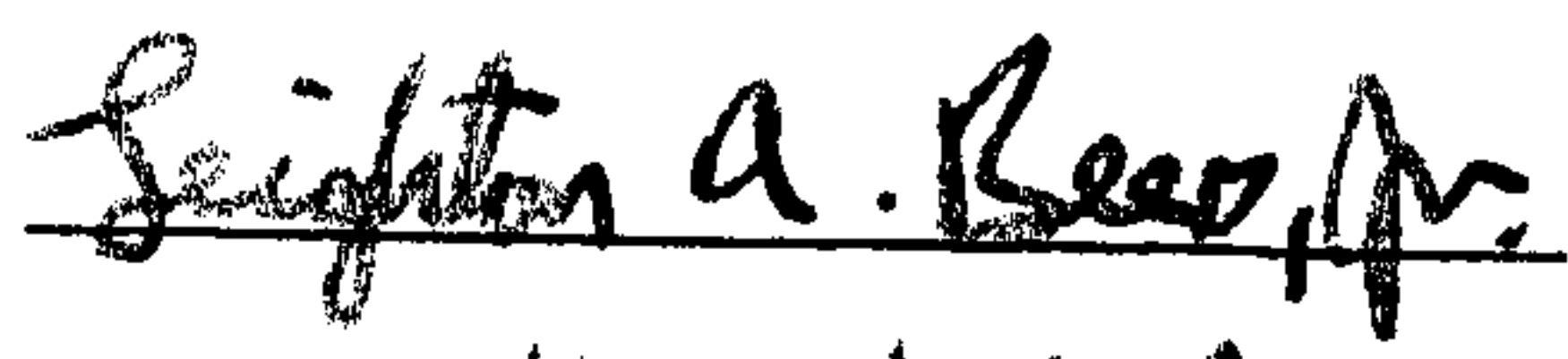
Basil W. Thompson, Jr.

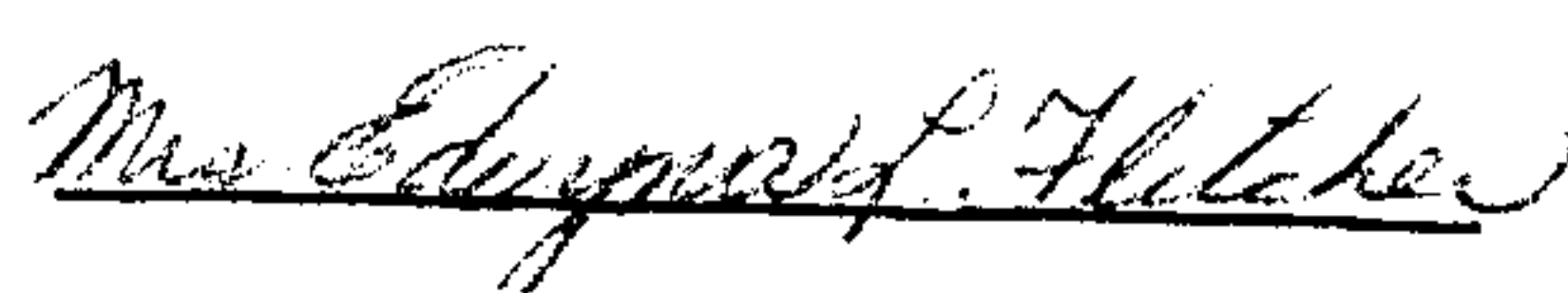
my last will and testament, and I direct that my said executors, or the survivor of them, shall not be required to give bond or to file an inventory or appraisal of my estate in any court. During the administration of my estate I hereby vest in my said executors, or the survivor of them, full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate, or for a less period improve, borrow on the security of, encumber, or otherwise dispose of, all or any part of my estate, in such manner and upon such terms and conditions as my said executors, or the survivor of them, may approve, and to invest and reinvest my estate and the proceeds of sale of any portion thereof in such real or personal property, loans, stocks, bonds or other securities, mortgages, common trust funds, or other property as they 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 them may seem necessary or desirable. My said executors, or the survivor of them, shall be free from the control and supervision of the Probate Court, or any other court, in the exercise of the foregoing provisions. In the event that both my wife and my son should predecease me, or should fail to accept this trust for any reason, I appoint Leighton A. Beers, Jr. as the executor hereof, with the same privileges, powers and discretion my wife and my son would have had, had they qualified as executors of this will.

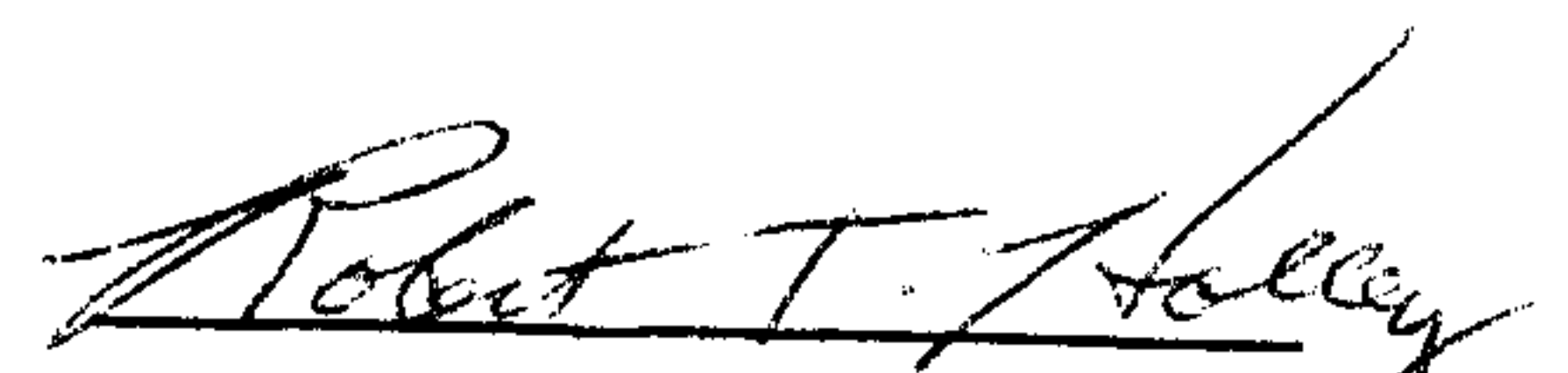
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of February 1966.

 (Seal)

The foregoing instrument contained on this page and the four preceding pages was on the day last above written signed and sealed by the said Basil W. Thompson, the testator therein named, and duly published and declared by the said Basil W. Thompson to be his last will and testament and his free act and deed, in the presence of us, who, at his request and in his presence and in the presence of each other, have hereunto subscribed our names and addresses as attesting witnesses; and we, and each of us, do also certify that the signature of said testator was duly made and appeared to us upon the will as above before we signed as witnesses, and that we, and each of us, do now believe said testator at this time to be of sound mind.


 Address 1115 1st Ave.
Andalusia


1002 1st Ave. Bellwood
Andalusia, Alabama


RT. 5 - Box 339
Andalusia, Ala.