

**LAST WILL AND TESTAMENT**  
**OF**  
**JAMES DANIEL HANDLEY**

I, James Daniel Handley, a resident of the County of Shelby, State of Alabama being over the age of eighteen years, do hereby make, publish and declare this my Last Will and Testament hereby revoking and annulling any and all former wills and codicils thereto by me any time heretofore made.

1. I direct that all my unpaid charitable pledges, funeral expenses and the expenses of my last illness be paid as soon as practicable after my death.

2. I devise to my wife, Patricia Carol Bell Handley, all my property wheresoever situated, whether real, personal, or mixed, which I own individually or jointly with others and in which I might have an equity at the time of my death, to be her own, absolutely and in fee simple and to the absolute exclusion of my children now living and hereafter born except as provided in Paragraph Three of this Will.

3. In the event the beneficiary named in the immediately preceding paragraph, Patricia Carol Bell Handley, should predecease me, or we should die at or about the same time or under circumstances that are such that the order of our deaths cannot be ascertained with reasonable certainty, then in any such events, and only in such events, I devise all my property wheresoever situated, whether real, personal or mixed, which I own individually or jointly with others and in which I might have an equity at the time of my death as follows: To my son, Jason Patrick Handley I give, devise and bequeath percent (50%) of the balance of my estate. To my daughter, Jaima Carol Handley (one and the same as Jaima Handley Binzer), I give, devise and bequeath fifty percent (50%) of my estate balance. This is to be their own absolutely in fee simple but in the event one of my children predeceases me, without leaving surviving Descendant(s) as set forth in Paragraph Four (4), then all my property is to be devised to my surviving child. If one or all of my children predeceases me and does have a surviving descendant(s), either by birth or adoptions, then Paragraph Four (4) will become effective.

4. In the event my wife, Patricia Carol Bell Handley, should predecease me, or we should die at or about the same time or under circumstances that are such that the order of our deaths cannot be ascertained with reasonable certainty, and one or all of my children should also die at or about the same time or under circumstances that are such that the order of our deaths cannot be ascertained with reasonable certainty, and that deceased child has surviving descendant(s) by birth or adoption, then in any such events, and only in such events, I devise all my property wheresoever situated, whether real, personal or mixed, which I own individually or jointly with others and in which I might have an equity at the time of my death as follows: To my surviving child, if any, I shall give, devise and bequeath fifty percent (50%) of the balance of my estate. To any surviving descendant(s) of my deceased child or children **(this is only to include the descendants by birth or adoption of my deceased children and does not include any child or children born or adopted to or by James Binzer prior to his marriage to Jaima Carol Handley or any future step children of our son, Jason Patrick Handley)** that may be determined as the date of death of my child or with certainty within a reasonable amount

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of time after, in compliance with any laws of the State of Alabama concerning vesting interests of unborn children, I give, devise and bequeath absolute and fee simple interest the remaining fifty percent (50%) of the balance of my estate, in equal shares to the surviving descendant(s) (if both of my children die as per this paragraph, all of my estate will be divided equally among the surviving descendants of my children) of my deceased children in the event the surviving descendant(s) is over the age of twenty-one (21) years old. If any surviving descendant(s) is under the age of twenty-one (21) years of age, then any surviving descendant's share shall go into a separate trust(s) until that surviving descendant reaches the age of twenty-one (21) years of age. The trust(s) shall be designated the "Descendants Trust(s)".

5. The Trustee of the "Descendants Trust(s)" created under this Will shall be my surviving child, either Jason Patrick Handley or Jaima Carol Handley. My Trustee shall be entitled to reasonable compensation for his or her services. My Trustee shall hold manage, invest and reinvest each trust estate, and such other property as he/she may subsequently acquire pursuant to the power and authority herein given to him/her with the following powers or authorities with respect to each trust estate(s):

a. In the event it is necessary or in the best interest of the trust(s) or in the best interest of my surviving child and Trustee to sell or liquidate items in the estate then any and all property, proceeds, profits, monies or other securities from any such action shall be divided accordingly by the percentage share held by the trust(s) and my surviving child and any and all property, proceeds, profits, monies or other securities resulting from the sale of trust property shall be placed back to the trust(s). The Trustee has the authority and power to sell, exchange, transfer or convey any other property in the trust(s) that the Trustee deems in the best interest of the trust(s). This is to include real property sales, personal effects, household items and goods, automobiles or any other items owned by my estate. All proceeds from such action are to be returned to the trust(s) by the Trustee.

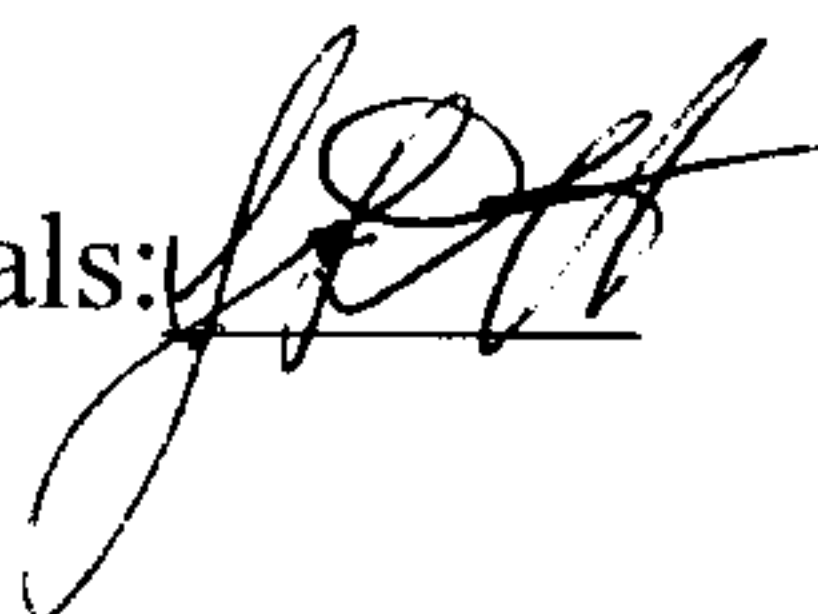
b. The Trustee must keep any property constituting a part of said trust(s) properly insured against fires, tornados, and other hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all the expenses of the trust incurred in the exercise of the powers herein vested in her or him which, in her or his best judgment may be proper or necessary.

c. The Trustee has the power to deposit funds in commercial, savings or other department of any bank, including its own in the event the trustee may be a bank.

d. The only exception for the Trustee removing money from the Trust(s) is for the payment of the Descendant's college education. This is allowable and at the discretion of the Trustee.

e. Upon reaching the age of twenty-one years of age (21), on an individual basis, each descendant shall be given, conveyed, bequeath any and all assets in their trust for their absolute ownership and control.

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6. My Trustee under this Will may resign at any time with respect to the trust(s) without assigning any cause or reason but must provide proper notice to the Probate Court so that a successor may be nominated as per the laws of Alabama. This may be done by written instruction of resignation executed in a manner required by law for the conveyance of real estate in Alabama. I deem it necessary for a full accounting of trust(s) activities to be filed with the Probate Court if requested or required by such Court or any officer, such as a Guardian ad litem. In the even of failure or refusal or resignation of my Trustee, herein named, to accept the trust hereunder, or in the event of his or her removal as Trustee of the trust(s) herein established, a successor trustee as nominated may be appointed Trustee for the trust(s), in a manner provided for by the law in Alabama. Failing such appointment a successor Trustee shall be appointed in a manner provided for the conveyance of real estate in Alabama, and filed for record in the Probate Office. Such successor Trustee shall be a natural person or a bank or trust company having trust powers and having capital and surplus of at least One Million Dollars (\$1,000,000.00).

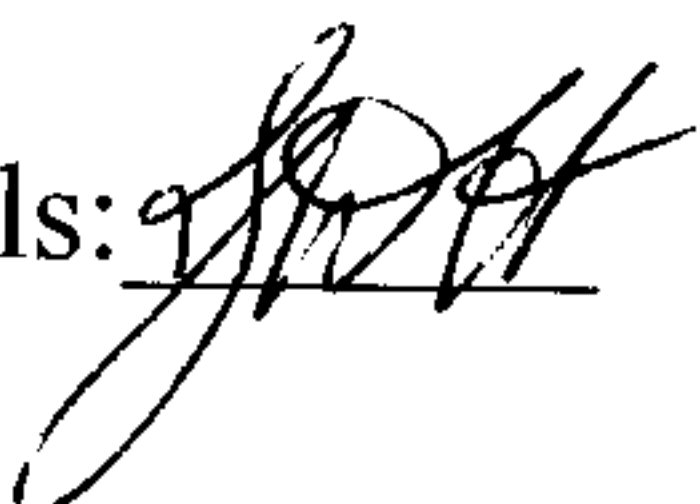
7. This Will is made in contemplation of and shall not be revoked by the birth or adoption of a child or children. For all purposes under this Will, the terms "child" or "children" or "issue" shall mean descendants of the parent designated, either natural or adopted. The intention is to make it known that I do not differentiate between my natural children and my adopted children, nor do I differentiate between natural descendants of my children or legally adopted descendants or children of my children. Paragraph Four (4) still applies to step-children.


8. In the event my wife and children predecease me or we all die in or about the same time so that it cannot be determined the order of death and I have no surviving descendants the I make a charitable bequeath of all my entire estate property to Lakeside Baptist Church on Old Rocky Ridge Road in Birmingham, Alabama.

9. I, nominate and appoint Patricia Carol Bell Handley as Personal Representative of this Will if she should survive me and is capable of so doing. If she should predecease me, or for any reason does not desire or is unable to act as Personal Representative, then in this event, I nominate, constitute, and appoint my son, Jason Patrick Handley, as Personal Representative of this Will to act in her stead. In the event Jason Patrick Handley is unable to serve as Personal Representative then I appoint, nominate, and constitute, my daughter, Jaima Carol Handley as Personal Representative of this Will.

10. I request that no Personal Representative of Conservator hereunder be required to give bond for the performance of his or her duties arising hereunder and that notwithstanding this request, any bond required by law, statue or rule of this court shall have no sureties required thereon. I further exempt my said Personal Representative of Conservator from having to file any inventory of assets coming into his or her hands as such Personal Representative or Conservator and from having to file any accounting, report or settlement with any court.

11. I hereby grant to my Personal Representative or Conservator the absolute discretionary power to deal with any of my property, real, personal or mixed, owned individually or jointly with

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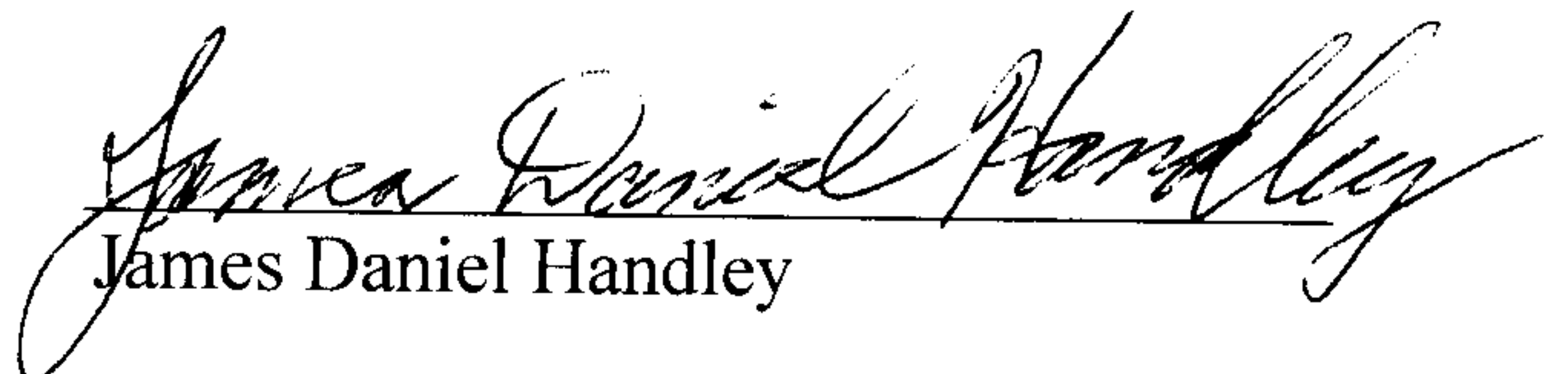


others, the authority to do all acts which I could do if I were living, in the handling of my affairs. Such power may be exercised independently and without prior or subsequent approval of any court, and no person dealing with any said fiduciary of mine shall be required to inquire into the propriety of any of his or her actions. Without in any way, limiting the generality of the foregoing, I hereby grant to my Personal Representative or Conservator, acting prudently for the benefit of interested persons, all of the powers, without limitation, authorized in Code of Alabama (1993, as amended) Section 43-2-843.

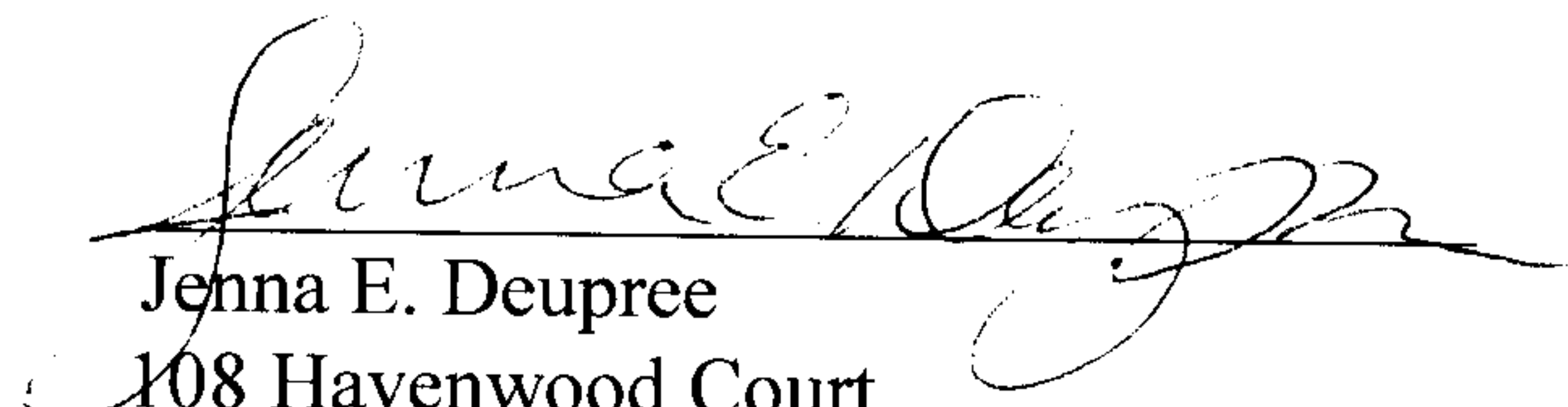
I further grant to my Personal Representative or Conservator, without prior Court order, all of the powers authorized in Code of Alabama (1993, as amended) Section 43-2-844.

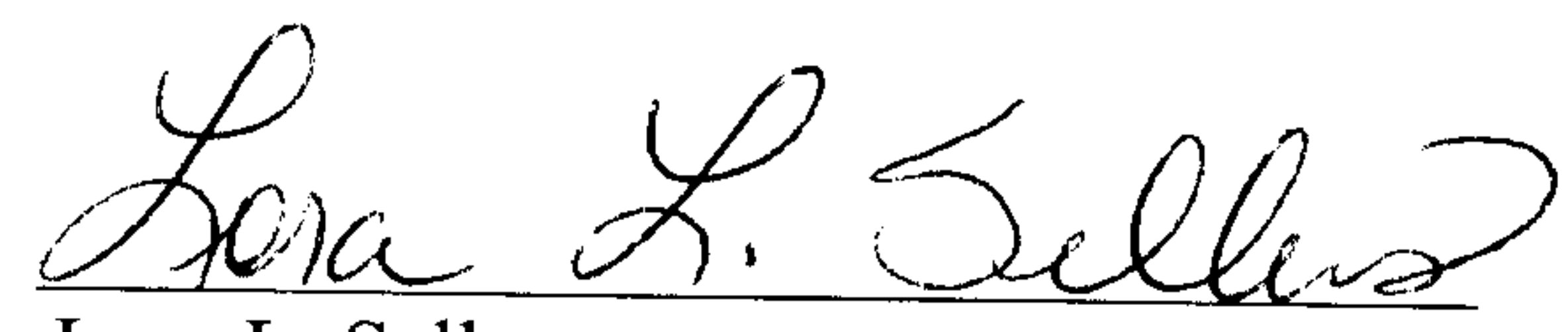
In addition to, and not in substitution of powers conferred by law and the powers already granted in this instrument, I grant to my Personal Representative or Conservator, acting as a prudent person, the power to invest and re-invest in such stocks (common and preferred), bonds and other securities as my Personal Representative may deem advisable, all without diversification as to kind or amount and without being restricted in any way by the Constitution of Alabama and any other statute or court decision now or hereafter existing which regulates or limits the investment authority of Personal Representatives.

I, James Daniel Handley, the testator, sign my name to this instrument this 17th day of September, 2007 and being duly sworn, do hereby declare to the undersigned authority that I signed and executed this instrument as my Will and Testament 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 years of age or older, of sound mind, and under no constraint or undue influence.

  
James Daniel Handley

We, Jenna E. Deupree and Lora L. Sellers the 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/her Will and that he/she 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 years of age or older, of sound mind, and under no constraint or undue influence.

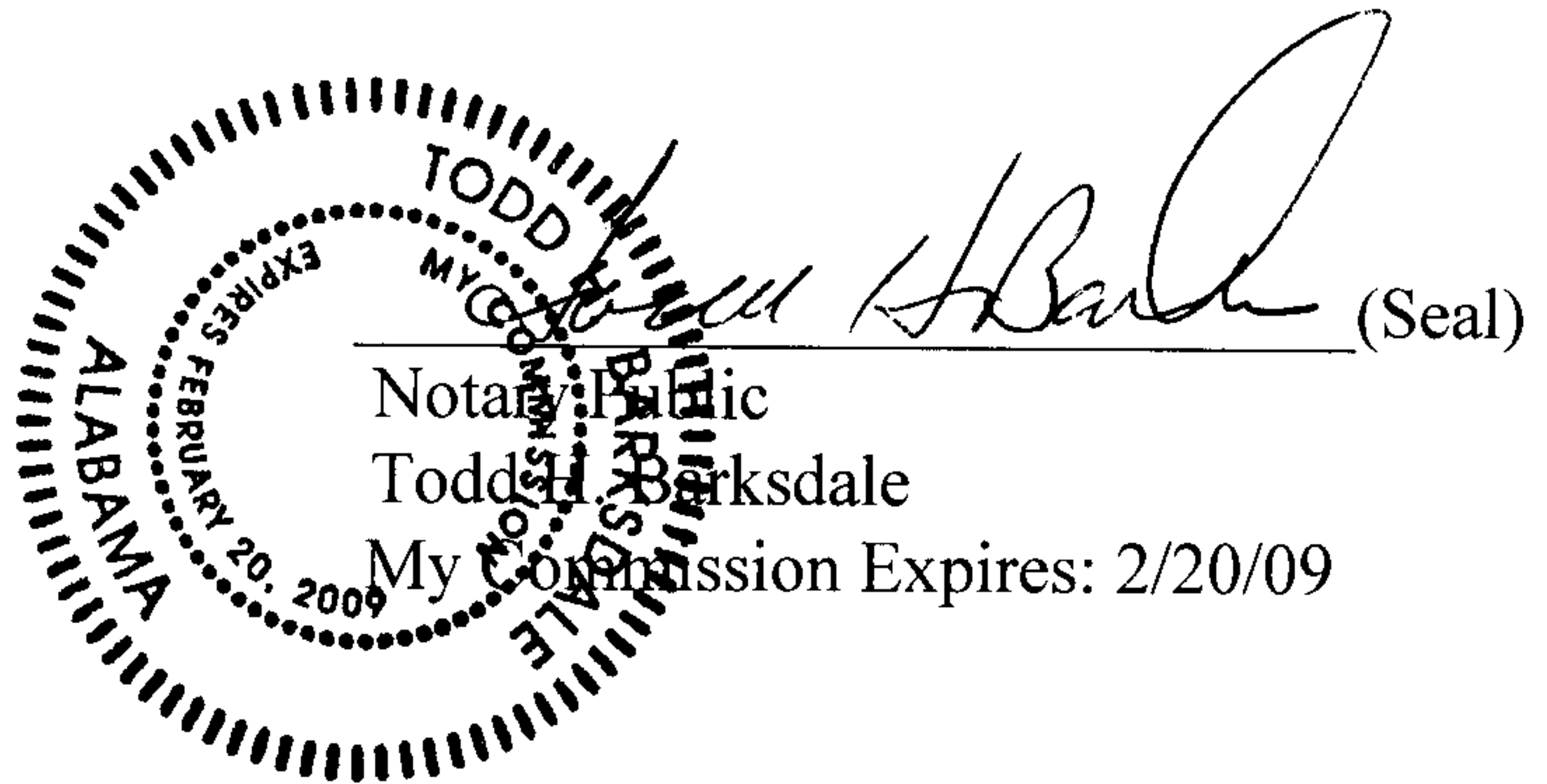
  
Jenna E. Deupree  
108 Havenwood Court  
Birmingham, AL 35209

  
Lora L. Sellers  
484 County Road 622  
Thorsby, AL 35171

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The State of Alabama  
Jefferson County

Subscribed, sworn and acknowledged before me, Todd H. Barksdale, a Notary Public for said State of Alabama, by Patricia Carol Bell Handley the testator and subscribed and sworn to before me by Jenna E. Deupree and Lora L. Sellers witnesses this 17th day of September, 2007. All parties are aware of the contents of the Last Will and Testament and acted voluntarily in acknowledging said document.



Prepared By:  
Todd H. Barksdale  
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Suite 100  
Birmingham, AL 35209

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