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Shelby Cnty Judge of Probate, AL
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FILED IN OFFICE THIS THE
29 DAY OF April, 2011
FOR PROBATE AND RECORD.

LAST WILL AND TESTAMENT

OF

L. T. THORNTON

- - 211761 - -

JUDGE OF PROBATE

I, **L. T. THORNTON**, 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 regarding a child or children of mine refer to my children, **PATRICIA T. DANIELS** and **ALAN R. THORNTON**.

(a) *Adopted Persons.* Any adopted person and the adopted person's descendants shall be considered 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 hereof, provided that such adoption occurs prior to the adopted person attaining fourteen (14) years of age.

(b) *Survival of Beneficiaries.* Any person who fails to survive me by ninety days shall be deemed to have predeceased me. One purpose, but not the sole purpose, that I have in imposing this ninety-day survival requirement is to take full advantage of the special rule for certain descendants contained in Treasury Regulation Section 26.2612-1(a)(2)(i), and this provision shall be construed in all respects consistently with such purpose.

**ARTICLE II
EXECUTORS**

I designate and appoint my children, **PATRICIA T. DANIELS** and **ALAN R. THORNTON**, as my Co-Executors. If either of my children should resign or for any reason fails or ceases to serve as an Executor, then the other shall serve as sole Executor.

**ARTICLE III
TRUSTEES**

(a) *Designation of Trustees.* I designate and appoint my son-in-law, **C. FRED DANIELS**, and my son, **ALAN R. THORNTON**, as my Co-Trustees. If either of them should resign or for any reason fails or ceases to serve as a Trustee, then the other shall serve as sole Trustee.

(b) *Incapacity.* Notwithstanding any other provision hereof, an individual shall cease to serve as a Trustee immediately if such individual becomes incapacitated, such incapacity to be determined as hereinafter provided or as otherwise provided by law. The foregoing shall not be the sole method of removing a Trustee.

(c) **Designation of Successor Trustees.** I intend for the persons currently serving as Trustees to be able to determine who will succeed them as Trustees. For example, my son-in-law and my son, at any time they are serving as a Trustee of any trust hereunder, may terminate the appointment of the Trustees who are to succeed them, and may designate other Trustees to succeed them. The successor Trustees, whether designated by my son-in-law, my son, or me, may, at any time while serving in such capacity, thereafter terminate the appointment of the Trustees who are to succeed them, including any successor Trustees designated by my son-in-law and my son, and may designate other Trustees to succeed them. If more than one person is serving as Trustee, the Trustees shall take such action by unanimous consent. If only one person is serving as Trustee, the Trustee shall take such action alone. The termination of the appointment of a Trustee and the designation of a successor Trustee shall be in writing, such writing to be executed with all of the formalities of a deed. A designation of successor Trustees may be revoked in like manner, and subsequent designations may thereafter be made. The designations of successor Trustees may include the designation of successors to the successor Trustees. While serving, each successor Trustee shall have the power to designate his or her successor Trustees by a writing executed as hereinabove described.

ARTICLE IV PERSONAL ITEMS

I give and bequeath my wearing apparel, jewelry, books, pictures, art objects, hobby equipment, collections, automobiles, and all other objects of my personal use or ornament, including any household furniture and furnishings which I own, together with any insurance thereon, all club memberships and stadium certificates, to my descendants who survive me, *per stirpes*. I may leave a memorandum containing suggestions for division or the ultimate disposition of certain of the property bequeathed under this Article, but such memorandum shall not affect the absolute nature of this bequest. 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 the sole discretion of my Executor, deliver the same directly to such descendant or to the parent, guardian, or other person having custody of such descendant.

ARTICLE V RESIDUARY ESTATE

All of the rest, residue and remainder of my property, of whatever kind and character and wherever situated shall be divided into so many equal shares that there will be one share for each child of mine who is then living and one share for each deceased child of mine with descendants then living. Any share allocated with respect to a deceased child shall be divided further into shares for the deceased child's then-living descendants, *per stirpes*. I give, devise, and bequeath each share set aside for a child or other descendant of mine shall be transferred and paid over to such child or other descendant, subject to **ARTICLE VI**, which concerns Contingent Trusts for Persons Under Thirty.

ARTICLE VI CONTINGENT TRUSTS FOR PERSONS UNDER THIRTY

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 thirty (30) years, then though such person's share shall be vested in such person, 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 such person attains the age of thirty (30) years, using and applying for such person's 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 thirty (30) years, the Trustee shall transfer and pay over said share to such person outright and free of trust. If such person shall die prior to attaining the age of thirty (30) years, the Trustee shall transfer and pay over the share to such person's personal representative.

ARTICLE VII 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 the property is not otherwise disposed of, said property shall be transferred and paid, outright and free of trust, over to my brother-in-law **BENNIE VINING**, if he is then living, and if he is not then living, then to his descendants, *per stirpes*, subject to **ARTICLE VI**, which concerns Contingent Trusts for Persons Under Thirty.

ARTICLE VIII 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) ***Delegation to Co-Trustee.*** Any Trustee from time to time may delegate any of its powers and duties (whether such powers and duties are discretionary or ministerial) and any of its discretion to any Co-Trustee not precluded hereunder or by law from exercising or discharging that power, duty, or discretion, and may revoke the delegation at any time.

(c) ***Ancillary Administration.*** If it becomes necessary to have administration of my estate or of any trust or share thereof in any state in which my Executor or Trustee shall not be qualified to serve, my 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 my Executor or Trustee may require, and in doing so shall have the same rights, powers, duties and discretion herein conferred upon my Executor or Trustee.

(d) ***Resignation of Trustees.*** Any Trustee may resign as Trustee of any trust hereunder with the consent of a court of competent jurisdiction or by obtaining the written consent of a majority in number of the beneficiaries to whom the current trust income of such trust may or must then be distributed, and not in the manner set forth in ALA. CODE Section 19-3-322(24). If any beneficiary so entitled to act is then under legal disability, the instrument of approval may be signed by the conservator or natural guardian of such beneficiary on such beneficiary's behalf. Unless a successor Trustee is otherwise appointed pursuant to the terms hereof, a majority of such beneficiaries (or such conservators or natural guardians) shall have the power to appoint a successor Trustee. Upon the failure to make such appointment within thirty days of receipt by the



current Trustee of said written consent, the current Trustee may petition a court of competent jurisdiction to appoint a successor Trustee.

(e) **Rights and Duties of Successor Trustees.** Any successor Trustee shall have and may exercise all the title, rights, powers, duties and discretion conferred or granted to the original Trustee without court order or act of transfer. No successor Trustee shall be personally liable for an act or failure to act of any predecessor Trustee. 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.

(f) **Compensation.** No individual named shall receive compensation for such individual's services in any fiduciary capacity hereunder, unless such individual elects to do so within a reasonable period of time after commencing to render such services, in which event, such individual shall receive reasonable compensation for such individual's services. Such compensation may be paid without prior approval of any court. I do not intend for this provision to preclude a review of the reasonableness of such compensation by a court of competent jurisdiction in an appropriate proceeding.

(g) **Gender and Number.** Whenever the word "Trustee", "Trustees", "Executor", or "Executors" is used, it shall be construed either as singular or plural, and masculine, feminine or neuter, whichever is proper in accordance with the context.

(h) **Powers of Executor and Trustee.** I hereby vest in my Executor, the Trustee, and any successors thereto full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate or any trust hereunder or for a lesser period, improve, borrow on the security of, encumber or otherwise dispose of the property in my estate or trust (whether tangible or intangible, real or personal) in such manner and upon such terms and conditions as the Executor or Trustee may approve; to employ and compensate such attorneys, accountants and agents, individual or corporate, as my Executor or Trustee shall deem necessary or desirable in the administration of my estate or any trust hereunder; and to invest and reinvest my estate or any trust hereunder 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 the Executor or Trustee shall deem necessary or desirable, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.

(i) **Environmental Losses.** No Executor or Trustee shall be liable for any loss or depreciation in value sustained by my estate or any trust hereunder as a result of the Executor or Trustee retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state or local environmental law, unless the Executor or Trustee contributed to the loss or depreciation in value through willful default, willful misconduct, or negligence.

(j) **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 Executor or Trustee, as the case may be, 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 Executor or Trustee, as the case may be, for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law.

(k) **Spendthrift Protection.** As to the net income or principal which by any of the provisions hereof may be payable to any beneficiary, he or she shall have no power, either directly or indirectly, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of same, or of any part thereof, until the same



actually shall have been paid in hand to him or her by the Trustee. Nor shall such income or principal of said trust estate, nor any part of, or interest in either of them be liable for or to any extent subject to any debts, claims or obligations of any kind or nature whatsoever, or to any legal process in aid thereof, contracted or incurred by or for any such beneficiary before or after my death.

(1) **Incapacity.** Notwithstanding any other provision hereof, an individual shall be deemed to be incapacitated if the individual is unable to manage property and business affairs effectively for such reasons as illness, mental deficiency, disability, infirmities accompanying advanced age, or other cause, such incapacity to be determined by a physician who has examined or treated the individual and to be expressed in a written statement to that effect signed by such physician. The foregoing shall not be the sole method of determining incapacity.

IN WITNESS WHEREOF, I, **L. T. THORNTON**, the Testator, sign my name to this instrument this 3rd day of February, 2003, 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.

L. T. Thornton
L. T. THORNTON

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.

Betty L. Reed
Address: 2001 Park Place North, Suite 700
Birmingham, AL 35203

Marisa C. Williams
Address: 2001 Park Place North, Suite 700
Birmingham, AL 35203

STATE OF ALABAMA)
:
JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me by L. T. THORNTON, the Testator, and subscribed and sworn to before me by *Betty L. Reed* and *Marisa C. Williams*, witnesses, this 3rd day of February, 2003.

Anna Fundubush Buehner
Notary Public

[SEAL]
My commission expires January 22, 2006

CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA
JEFFERSON COUNTY**211761**

I, Alan L. King, 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 L.T THORNTON, deceased and that said Will together with the proof thereof have been recorded in my office in Judicial Record, Volume JR 2819 Page 497 - 501 APRIL 29, 2011.

Alan L. King

, Judge of Probate



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Shelby Cnty Judge of Probate, AL
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The State of Alabama
JEFFERSON COUNTY

211761
PROBATE COURT

I, S. Jacquelyn Rhodes, 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
AND CERTIFICATE TO THE PROBATE OF WILL

in the matter of THE ESTATE OF:

L. T. THORNTON, DECEASED

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

Given under my hand and seal of said Court, this

the 17th day of JUNE, 20 11



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S. J. Rhodes

Chief Clerk