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Shelby Cnty Judge of Probate, AL
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PROBATE JUDGE'S OFFICE

LAST WILL AND TESTAMENT

OF

JAMES B. PRICE

I, JAMES B. PRICE, a resident of Shelby County, Alabama, being of sound and disposing mind and memory, and over the age of nineteen (19) years, 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.

ITEM I. IDENTITY OF TESTATOR'S FAMILY

I declare that I am married to AMY G. PRICE and that all references in this Will to "my spouse" are references to AMY G. PRICE. I have two children, now living, whose names are JEFFREY A. PRICE and DAVID L. PRICE.

All references in this Will to "my children" or "child of mine" include not only the above children but also any child hereafter born to or adopted by me, and this Will shall not be revoked by any such future birth or adoption.

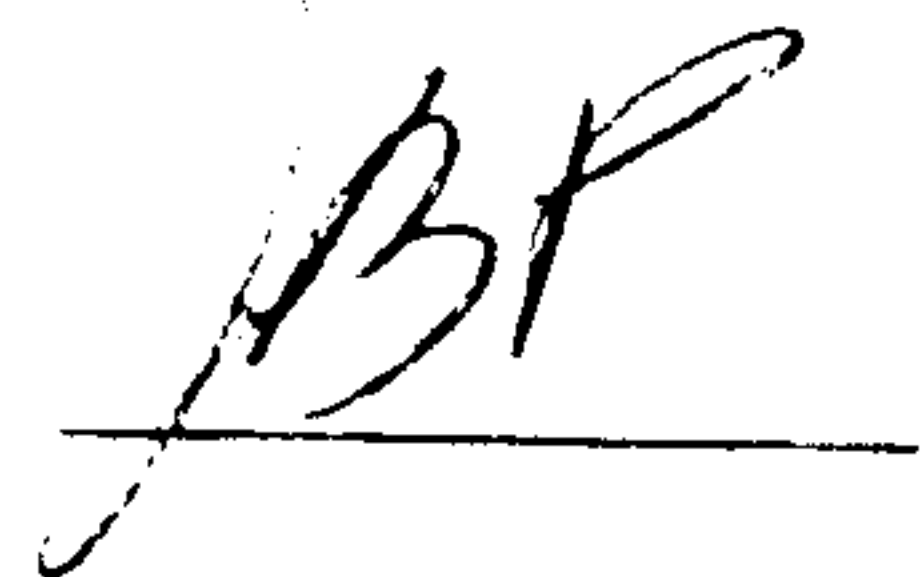
I have no deceased children.

ITEM II. PROPERTY DISPOSED OF

It is my intention by this Will to dispose of all of the real and personal property which I may own which is subject to the control of this Will. However, I hereby elect not to exercise any power of appointment which I now have or which may hereafter be conferred on me; no provision of this Will shall be construed as an exercise in whole or in part of any such power.

ITEM III. DEBTS AND EXPENSES/PROBATE OF WILL/ALLOWANCES

I direct that all of my debts, my funeral expenses (including the cost of a suitable monument at my grave), any unpaid charitable pledges (whether the same are enforceable obligations of my estate or not), and the costs of administration of my estate, be paid out of my estate by my Executor named below, as soon as practicable after my death. In the event there is any indebtedness owing by me, whether secured or unsecured, which has not matured at the time of my death, I authorize the Executor to pay such indebtedness either in full or according to the terms and tenor of any instrument



evidencing such indebtedness, as the Executor may deem most desirable under the then existing circumstances. I further direct that my Executor may probate my Last Will and Testament either in the county of my residence at the time of my death or in any county in the State of Alabama in which I may own property at the time of my death. Any provisions in this Will for the benefit of my beneficiaries are expressly in lieu of any right to homestead allowance, exempt property and the family allowance; and any acceptance of such statutory or constitutional benefits shall be charged against any benefits hereunder.

ITEM IV. BEQUESTS AND DISPOSITION OF PERSONAL EFFECTS

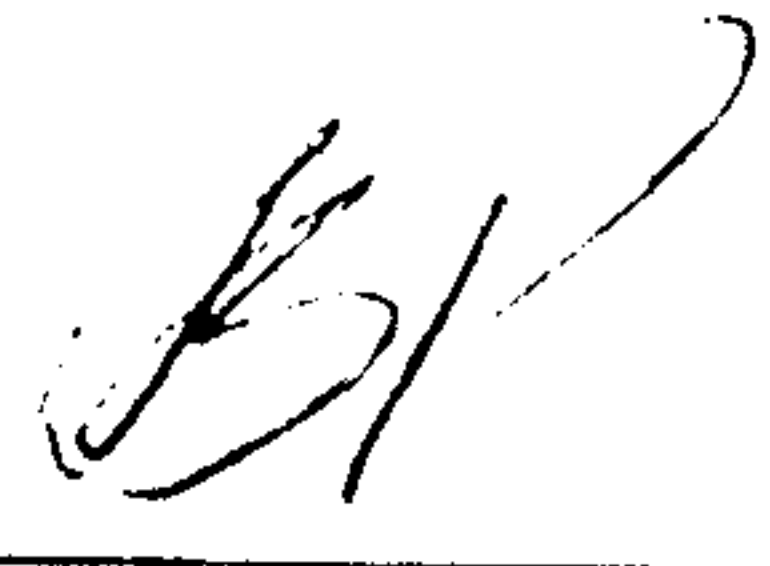
A. 319 Bearden Road. I give to DAVID WHEELER, as Trustee, in trust for the uses and purposes, upon the conditions, and with the powers and duties stated in Item VI.A., my real property (including all insurance thereon in effect at the time of death) located at 319 Bearden Road, Pelham, Alabama, and recorded in Book 078, Page 114 of the office of the Judge of Probate of Shelby County, Alabama, and more particularly described as:

A part of the NE 1/4 of NE 1/4 of Section 14, and a part of NW 1/4 of NW 1/4 of Section 13, all in Township 20 South, Range 3 West, more particularly described as follows: Commence at the NE corner of said Section 14 and run South 1 deg. 12 min. East 665.27 feet to the point of beginning; thence South 89 deg. 42 min. East 251.38 feet to the West right of way of a County Road; thence turn 83 deg. 02 min. 52 sec. right to a line that is tangent to a curve having a radius of 1105.92 feet; thence follow the curve to the right 300.24 feet to a point; thence turn 58 deg. 17 min. 40 sec. right from a line that is tangent to curve to a line with a bearing of South 67 deg. 11 min. 50 sec. West 180.20 feet to a point; thence North 89 deg. 42 min. West 255.00 feet to a point; thence North 0 deg. 18 min. East 301.77 feet to a point; thence North 21 deg. 42 min 30 sec. West 50.00 feet, along a line that is radial to a curve with a radius of 300.00 feet; thence follow the curve to the right 115.24 feet; thence South 89 deg. 42 min. East 80.00 feet to a point of beginning; being situated in Shelby County, Alabama. Mineral and mining rights excepted.

Subject to any mortgage or encumbrance thereon. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void.

B. Bequest to David L. Price of Lake Property. I give to DAVID L. PRICE my real property (including all insurance thereon in effect at the time of death) located in Shelby County, Alabama, and recorded in Book 148, Page 523 and Book 338 Page 974, respectively, of the office of the Judge of Probate of Shelby County, Alabama, and more particularly described as:

SE 1/4 of the SE 1/4 of the NW 1/4; South half of the SW 1/4 of the NE 1/4, and the North half of the NW 1/4 of the SE 1/4, all in Section 31, Township 20 South, Range 1 W, situated in Shelby County, Alabama.



and

North ½ of the SE 1/4 of the NW 1/4; the SW 1/4 of the SE 1/4 of the NW 1/4, and the North half of the SW 1/4 of the NE 1/4, all in Section 31, Township 20 South, Range 1 W, situated in Shelby County, Alabama.

Subject to any mortgage or encumbrance thereon. If DAVID L. PRICE does not survive me, then this property shall pass as part of the residuary estate. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void.

C. Bequest to Jeffrey A. Price of Chilton County Property. I give to JEFFREY A. PRICE my real property (including all insurance thereon in effect at the time of death) located on County Road 129, Montevallo, Chilton County, Alabama, more particularly described as:

The East ½ of the NW 1/4 of the SE 1/4 of Sec. 31, Township 24 North, Range 13 East.

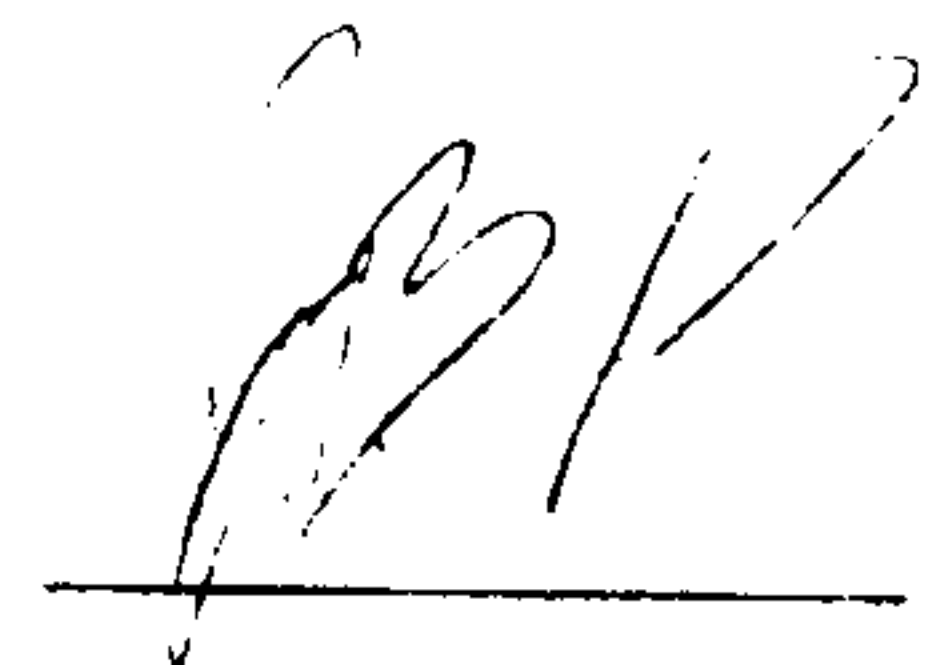
Also the NE 1/4 of the SE 1/4 of Section 31, Township 24, Range 13, except all of said forty which lies east of a road running north and south on or near the east line of said forty acres; also except that part of said forty which lies south and east of a ditch which intersects said road and which ditch runs in a southwesterly direction;

Also, less and except any part of the said NE 1/4 of the SE 1/4 which may be a part of the property in the deed recorded in Book 061 page 318, dated June 29, 1990, from Mutual Savings Credit Union to Howard Saunders, Jr.

Subject to any mortgage or encumbrance thereon. If JEFFREY A. PRICE does not survive me, then this property shall pass as part of the residuary estate. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void.

D. Bequest to Jeffrey A. Price of Chase Creek Property. I give to JEFFREY A. PRICE my real property (including all insurance thereon in effect at the time of death) located at Lot 96, Chase Creek, Phase 2, in Shelby County, Alabama. If JEFFREY A. PRICE does not survive me, then this property shall pass as part of the residuary estate. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void.

E. Bequest to Geneva Wheeler of Brookfield Property. I give to GENEVA WHEELER my real property (including all insurance thereon in effect at the time of death) located in the Brookfield subdivision, Shelby County, Alabama. If GENEVA WHEELER does not survive me, then this property shall pass as part of the residuary estate. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void.



F. Bequest to David Wheeler. I give the sum of TEN THOUSAND AND NO/100'S DOLLARS (\$10,000.00) to my one-half brother, DAVID WHEELER, if he survives me. If he does not survive me, then this gift shall lapse and the aforesaid cash shall become a part of the residue of my estate.

G. Bequest of Boat. If it is owned by me at the time of my death, I give my 1982 MonArk V-16 boat, Serial No. 58112, to my son, DAVID L. PRICE, if he survives me. If I do not own said bass boat at the time of my death, then this gift shall be void. If my son, DAVID L. PRICE, does not survive me, then this gift shall not lapse and shall be added to the portion of the residue of my estate passing to his descendants under ITEM V(b) of this Will, and said gift shall be distributed as provided in said ITEM V(b).

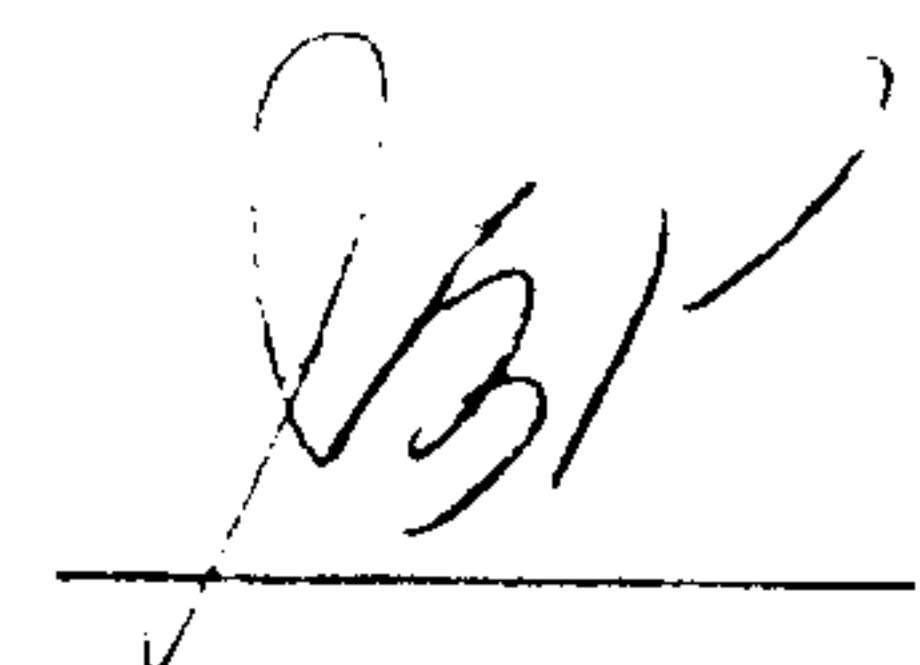
H. Debts of Children Forgiven. If at the time of my death a child of mine is indebted to me, the debt shall be forgiven. The amount of the debt forgiven shall not be taken into consideration in determining (1) the size of my gross estate for the purposes of gifts under this Will or (2) the amount of any share to be distributed to a child under this Will.

I. Bequest of Vulcan Termite and Pest Control Shares. I give to my son, JEFFREY A. PRICE, if he survives me, Forty-Nine percent (49%) of the shares of Vulcan Termite and Pest Control, Inc. that I own at the time of my death. I give to my son, DAVID A. PRICE, if he survives me, Forty-nine percent (49%) of the shares of Vulcan Termite and Pest Control, Inc. I give to DAVID WHEELER Two percent (2%) of the shares of Vulcan Termite and Pest Control, Inc., that I own at the time of my death. If the aforesaid shares are not owned by me at the time of my death, then this gift shall be void. If either of my sons do not survive me, then One Hundred percent 100% of said shares shall be given to the surviving son. If both of my sons do not survive me, then this gift shall not lapse and shall be added to the residue of my estate, and said gift shall be distributed as provided below.

J. Bequest of Vulcan Termite Shares. I give to my son, JEFFREY A. PRICE, if he survives me, all of the shares of Vulcan Termite, Inc. that I own at the time of my death. If the aforesaid shares are not owned by me at the time of my death, then this gift shall be void. If my son, JEFFREY A. PRICE, does not survive me, then this gift shall not lapse and shall be added to the portion of the residue of my estate passing to his descendants under ITEM V(b) of this Will, and said gift shall be distributed as provided in said ITEM V(b).

K. Bequests of Interest in any General or Limited Partnerships. Any General Partnership Interests owned by me at the time of my death I give to DAVID WHEELER. Any Limited Partnership Interests owned by me at the time of my death I give equally to my sons, DAVID L. PRICE and JEFFREY A PRICE.

L. Bequests to Amy G. Price.



1. I give to AMY G. PRICE the amount of TWENTY THOUSAND AND NO/100'S DOLLARS (\$20,000.00). If she does not survive me, then this gift shall lapse and the aforesaid cash shall become a part of the residue of my estate.

2. I give my residence located at 204 Canter Circle, Alabaster, Alabama, to AMY G. PRICE, if she survives me. The residence shall pass subject to the mortgage existing thereon. If the aforesaid property is not owned by me at the time of my death, then this gift shall be void. If AMY G. PRICE, does not survive me, then this gift shall not lapse and shall pass as part of my residuary estate.

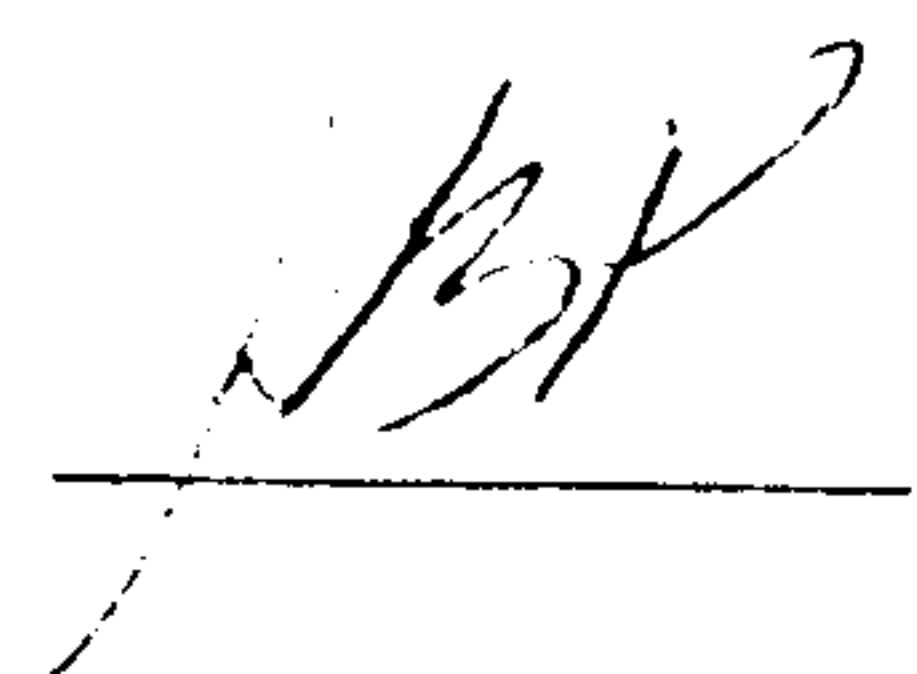
M. \$500 Bequests.

1. I give the amount of Five Hundred Dollars (\$500.00) to Peggy Limbaugh, if she survives me. If she does not survive me, then this gift shall lapse and the aforesaid cash shall become a part of the residue of my estate.
2. I give the amount of Five Hundred Dollars (\$500.00) to Stacy Scott. If she does not survive me, then this gift shall lapse and the aforesaid cash shall become a part of the residue of my estate.
3. I give the amount of Five Hundred Dollars (\$500.00) to Casey Jones. If she does not survive me, then this gift shall lapse and the aforesaid cash shall become a part of the residue of my estate.

N. Disposition of Personal Effects. I give to AMY G. PRICE all of the contents of my home at 204 Canter Circle, Alabaster, Alabama, including all household furniture and furnishings, personal effects, and apparel located at this address.

Except for property disposed of above, I give and devise all of my wearing apparel, jewelry, books, pictures, any automobile that I may own, and all other objects of my personal use, except for my firearms (which shall pass as part of the residue of my estate), to my mother, GENEVA D. WHEELER.

There is excluded from this bequest all cash on hand or on deposit, stocks, bonds, notes, evidences of debts, other choses in action, intangibles and all other property held for investment. If my mother should predecease me, then I give and bequeath said property in equal shares to my children, DAVID L. PRICE and JEFFREY A. PRICE, and any other children hereafter born to or adopted by me. If a child should predecease me, then said child's share of said property shall be given in equal shares to the children who survive me. If all of my children should predecease me, then this bequest shall lapse, and the aforesaid property shall become a part of the residue of my estate. I hereby vest in my said Executor hereinafter named full power and authority to determine what objects of property are included in the foregoing description contained in this ITEM of my Will, and, if applicable, to make such division of said objects of property among my children, as he, in his absolute discretion,



determines may be desirable, having due regard for the personal preferences of my said children.

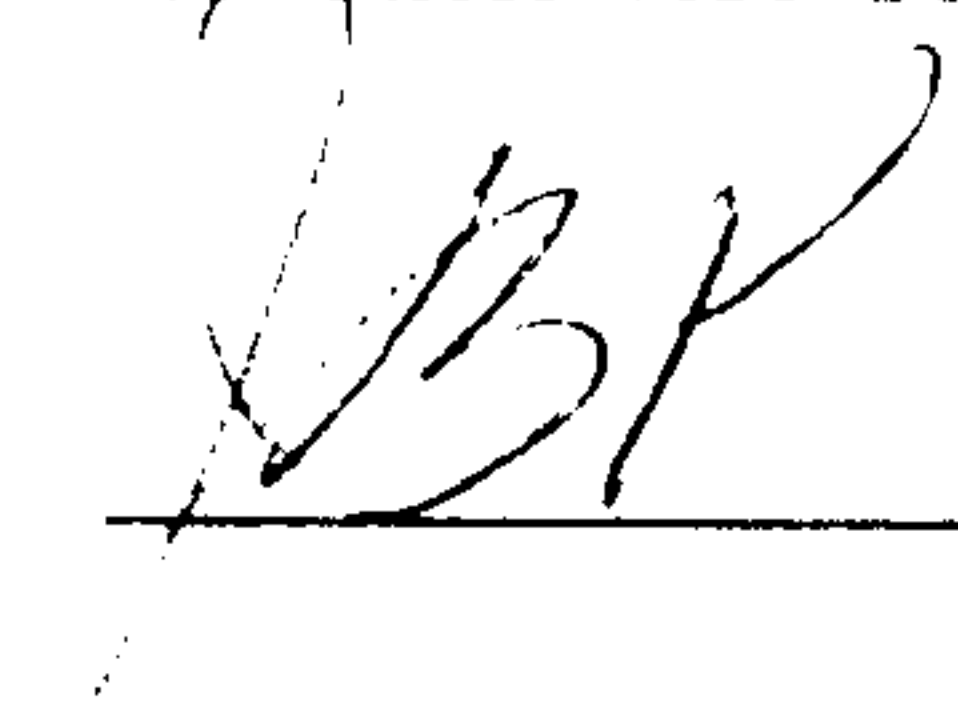
ITEM V. DISPOSITION OF RESIDUE

(a) All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed devises and including any property over or concerning which I may have any power of appointment, I give and devise to my children. Any property passing under this paragraph shall be apportioned into equal shares for my children, or if any of my said children shall not then be living, but shall have left lineal descendants then surviving, then the share of such deceased child shall be apportioned among such lineal descendants, per stirpes. At the time provided for apportionment, or at the death of such child, whichever occurs later, the Executor shall transfer and pay over to the descendants then living of such deceased child, per stirpes, the share of said estate apportioned for such deceased child; provided that if any descendant of such deceased child shall not at said time have attained the age of thirty-five (35) years, said descendant's share shall be given to DAVID WHEELER, as Trustee in trust, of the Residuary Trust. Each such descendant's share shall be held, administered, and distributed as a separate trust as provided below in ITEM VI(B).

(b) In the event any of my children entitled to share in said estate under the terms hereof shall die prior to the apportionment or distribution to him or her of all of his or her share in said estate, leaving no descendants of him or her then living, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Executor shall transfer and pay over the share of said estate apportioned for such deceased child to such of my children, and the descendants of any deceased child of mine, as then are living, per stirpes; provided, however, that if any descendant of a deceased child of mine shall then have other property held in trust for him or her under any provision of this Will, then his or her share in the share of such deceased child shall be added to, merged in, administered and disposed of like such other property so held in trust for him or her.

(c) In the event any of my children entitled to share in said estate under the terms hereof shall die prior to the apportionment or distribution to him or her of all his or her interest in the estate, leaving no descendants of him or her, or of me, then living, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Executor shall transfer and pay over the share of said estate apportioned for such deceased child to such person or persons as would be entitled to inherit the property constituting said share, and in the proportions in which they would be entitled to inherit the same from me under the laws of Alabama then in force had I died at said time a resident of Alabama intestate and owned said property.

(d) In the event any beneficiary entitled to share in said estate under the terms hereof shall disclaim, in whole or in part, the property described hereinabove by timely filing with my Executor, as the case may be, a qualified disclaimer as defined in Sections 2045 and 2518 of the Internal Revenue Code of 1986, as amended, then at such time as said beneficiary would otherwise be

A handwritten signature in black ink, appearing to be "BK", is written over a horizontal line.

entitled to share in said estate, or at such time as such disclaimer is made, whichever occurs later, the Executor shall transfer and pay over said property, or the portion thereof to which the disclaimer applies, as if the said beneficiary had predeceased me, but otherwise in accordance with the terms of this ITEM of my Will.

ITEM VI. TRUST ESTATE

A. Trust for Geneva D. Wheeler.

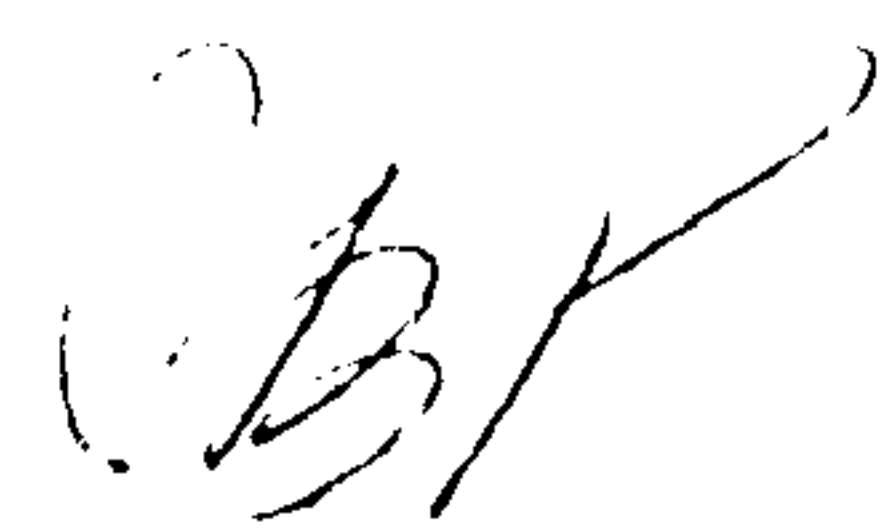
(a) The Trustee shall hold the trust estate created under ITEM IV(A) of this Will in trust for the use and benefit of my mother, GENEVA D. WHEELER, and my grandchildren. During the life of GENEVA D. WHEELER, the Trustee shall pay, in monthly installments, one-half ($\frac{1}{2}$) of the net income from said trust estate to or for the benefit of GENEVA D. WHEELER. During the life of GENEVA D. WHEELER, the Trustee shall pay, in monthly installments, one-half ($\frac{1}{2}$) of the net income from said trust estate to or for the benefit of my grandchildren solely for the purpose of paying post-secondary educational expenses such as tuition, books, and fees. Any net income not so paid or applied by the Trustee shall be accumulated and added to the principal of said trust estate. I direct that the decisions made by the Trustee regarding payment of income or accumulation of income shall be free from any interference, control or demand by my said children, and for the honest exercise of the discretion conferred upon it, the Trustee shall be liable to no one.

(b) Upon the death of GENEVA D. WHEELER, the Trustee shall hold the trust estate in trust for the use and benefit of my grandchildren. During such period, the Trustee shall pay, in monthly installments, the net income, if any, from said trust estate to or for the benefit of my grandchildren for the purposes and in the order provided herein:

1. The payment of post-secondary educational expenses such as tuition, books, and fees, up to an amount equal to the then prevailing tuition, book and fee expenses at state-run colleges in the state of Alabama ;
2. Upon a grandchild's graduation from College, such grandchild shall receive One Thousand Dollars (\$1,000.00) per month from trust income until termination of the trust. If trust income is not sufficient to pay each grandchild the full amount, the income shall be distributed on a pro-rata basis among the grandchildren that have graduated from College.

Any net income not so paid or applied by the Trustee shall be accumulated and added to the principal of said trust estate. I direct that the decisions made by the Trustee regarding payment of income or accumulation of income shall be free from any interference, control or demand by my said children, and for the honest exercise of the discretion conferred upon it, the Trustee shall be liable to no one.

"Graduation from College" means receipt of a four year degree such as a Bachelor of Science or Bachelor of Arts. Receipt of Associates degrees or other "two year" degrees is not to be considered as graduating from college.



(c) Upon the death of all of my grandchildren while GENEVA D. WHEELER is still living, the Trustee shall hold the trust estate in trust for the use and benefit of GENEVA D. WHEELER. During such period, the Trustee shall pay, in monthly installments, the net income, if any, from said trust estate to or for the benefit of GENEVA D. WHEELER. Any net income not so paid or applied by the Trustee shall be accumulated and added to the principal of said trust estate. I direct that the decisions made by the Trustee regarding payment of income or accumulation of income shall be free from any interference, control or demand by my said children, and for the honest exercise of the discretion conferred upon it, the Trustee shall be liable to no one.

(d) Upon the last to die of all my grandchildren and GENEVA D. WHEELER, the then remaining undistributed income and principal shall be distributed as provided in ITEM V of this Will.

B. Residuary Trust.

(a) The Trustee shall hold the trust estate created under ITEM V of this Will in trust for the benefit of a deceased child's descendants. The Trustee shall hold said property in trust for him or her until he or she shall attain the age of thirty-five (35) years using and applying for his or her support, education and comfort, such part of the net income or principal from his or her share of said trust as the Trustee deems necessary or desirable for said purpose. Provided, however, that when said descendant attains the age of twenty-five (25) years, the Trustee shall pay over to said descendant, free of trust, an amount equal to one-third of the principal of the trust estate held for said descendant; and, provided further, that when said descendant attains the age of thirty (30) years, the Trustee shall pay over to said descendant, free of trust, an amount equal to one-half of the principal of the trust estate then being held for said descendant; and provided further, that when said descendant attains the age of thirty-five (35) years, the Trustee shall pay over to said descendant the entire balance of the trust estate being held for said descendant.

ITEM VII. POWERS OF TRUSTEE

The Trustee of each trust created under this Will shall hold and manage said property and such other property as it may subsequently acquire pursuant to the power and authority herein given to it (all of which, for convenience, will hereinafter be referred to as "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 the trust, 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 Trustee 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, shares of investment companies or investment securities of management-type investment companies such as mutual funds, or other property, real or personal, as to said Trustee may seem necessary or desirable. The Trustee may delegate all or any part of the above investment powers to such investment counselors, consultants



or managers as it deems appropriate. The Trustee may continue to hold any property or securities originally received by it as a part of said trust estate, particularly including any stock or interest in any family corporation, partnership or interest, so long as it 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 Trustee may acquire other property not a so-called "legal" investment of trust funds where such course is, in its opinion, for the best interest of said trust estate. The Trustee shall have power to determine whether any money or property coming into its hands shall be treated as a part of the principal of the 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 it may seem just and equitable.

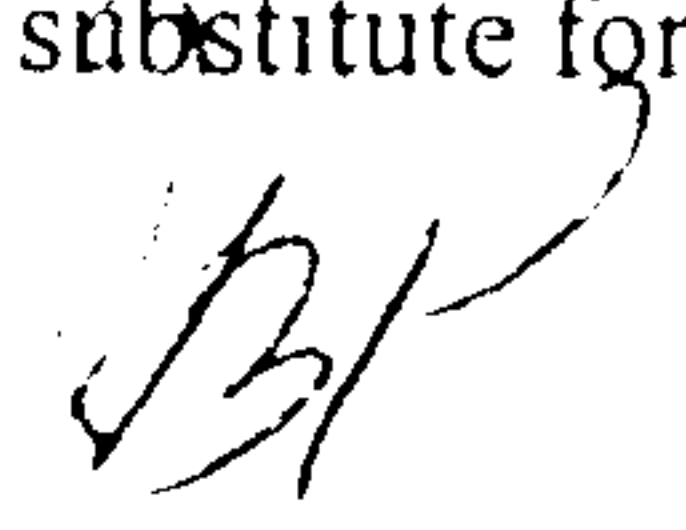
ITEM VIII. TRUSTEES

In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of DAVID WHEELER, either prior to or during the continuance of any said trust, then I direct that DAVID L. PRICE shall serve and act as Trustee of the trusts created in this, my Last Will and Testament, together with all the rights, powers, duties and discretion vested in the original Trustee. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of DAVID L. PRICE, either prior to or during the continuance of any said trust, then I direct that SOUTHTRUST BANK shall serve and act as Trustee of the trusts created in this, my Last Will and Testament, together with all the rights, powers, duties and discretion vested in the original Trustee. I hereby direct that the Trustee named herein shall not be required to give any bond or security for the performance of the Trustee's duties. The adult beneficiaries and the parents or legal guardians of minor beneficiaries then in existence may approve the accounts of any resigning Trustee and such approval shall be binding upon all persons whomsoever and shall be a full and complete discharge and acquittance of such Trustee. Upon any such change in the trusteeship, the title to any trust estate shall vest forthwith in any successor Trustee acting pursuant to the foregoing provisions hereof without the necessity of any court order or of any conveyance or transfer of trust assets. If SOUTHTRUST BANK resigns, or is unable to continue to act as Trustee, it shall first arrange for the selection of a bank or trust company as successor Trustee, provided, however, the successor Trustee shall have capital stock and surplus combined of at least One Hundred Twenty-Five Million (\$125,000,000.00) Dollars.

The Trustee shall receive reasonable and just fees, not to exceed 3% annually of trust income, for the ordinary and extraordinary services rendered by him.

ITEM IX. REMOVAL OF CORPORATE TRUSTEE

The majority of the adult beneficiaries under any Trust created under this Will shall have the right, at any time during the continuation of the trust estate before apportionment, to remove the corporate Trustee named herein as Trustee of such trust. In the event a majority of the adult beneficiaries should remove the said corporate trustee as Trustee, he, she or they shall substitute for



said corporate Trustee, any bank or trust company having, at the time of any such removal, total resources of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00). Such removal and designation of a successor shall be by a writing signed by a majority of the adult beneficiaries, properly notarized, addressed and delivered to the corporate Trustee who is being removed and to the successor corporate trustee, advising the corporate Trustee that it has been removed and naming therein the successor bank or trust company and confirming that the said successor has accepted the trusteeship. Ninety (90) days after receipt of such written notice as aforesaid, the original Trustee shall thereupon be removed. Likewise, a majority of the adult beneficiaries may, in the same manner, remove any number of successor corporate Trustees from time to time. The removal of the successor corporate Trustee and designation of a subsequent successor corporate Trustee shall also be by a writing by a majority of the adult beneficiaries, properly notarized, addressed and delivered both to the corporate Trustee who is being removed and to the successor corporate Trustee. Any such successor corporate Trustee shall have vested in it all the rights, powers, duties and discretion herein vested in the corporate Trustee.

ITEM X. EXECUTORS

I hereby nominate and appoint my one-half brother, DAVID WHEELER, as Executor of this, my Last Will and Testament. In the event he shall predecease me or shall die during the administration of my estate or be unable or unwilling to serve as Executor, then I nominate and appoint SOUTHTRUST BANK to serve as Executor of this, my Last Will and Testament. I direct that my said Executor, whoever or whichever shall serve, shall not be required to give any bond or to file an inventory or appraisal of my estate in any court, though it shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I direct that in the exercise of its powers my Executor shall be free from the control and supervision of the Probate Court, or any other court.

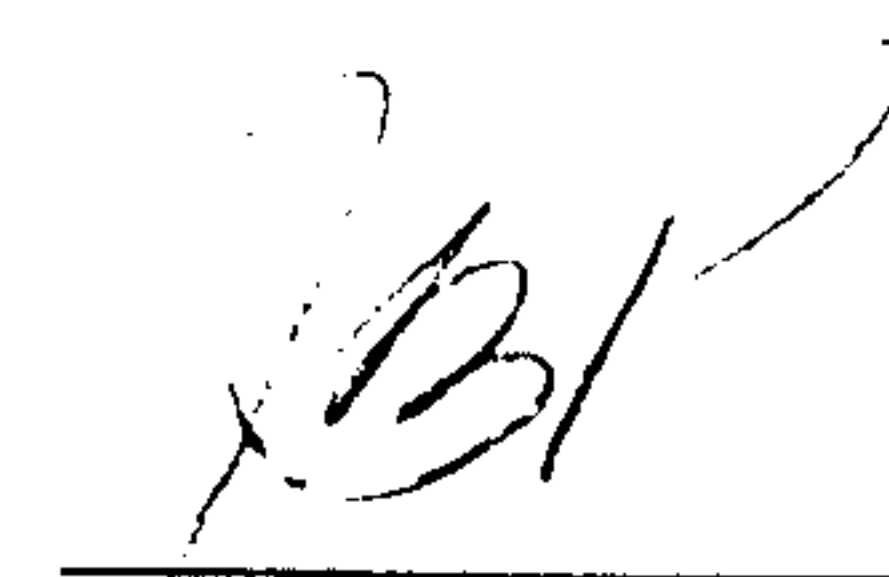
ITEM XI. EXECUTOR'S POWERS.

My Executor shall have, in extension and not in limitation of the powers given by law or by other provisions of this Will, the following powers with respect to the settlement of my probate estate:

(1) To exercise with regard to the probate estate all of the powers and authority conferred by this Will on the Trustee over the trust estate.

(2) To employ any attorney, investment adviser, accountant, broker, tax specialist, or any other agent deemed necessary by my Executor; and to pay from my estate reasonable compensation for all services performed by any of them.

(3) To keep any or all of the property of my estate at any place or places in Shelby County, Alabama, or elsewhere within the United States or abroad or with a depository or custodian at such place or places.



(4) To join with my spouse or my spouse's Executor or Administrator in filing any income tax return of the income of my said spouse and myself for any period for which such a return may be permitted, and to agree with my said spouse or my spouse's Executor or Administrator:

(A) As to how the burden of the liability for any income tax, or interest thereon, arising out of the filing of a joint return by my Executor and my said spouse or my spouse's Executor or Administrator, shall be borne as between my estate and my said spouse or my spouse's estate; and

(B) As to who, as between my said spouse or my spouse's estate, shall be entitled:

(i) To any refund or credit of any income tax, or interest thereon, based on the filing of a joint return by my said spouse and myself or by my Executor and my said spouse or my spouse's Executor or Administrator;

(ii) To any refund or credit of any amount paid on account of any joint declaration of any estimated income tax filed by my said spouse and myself, and of the interest on any such refund; and

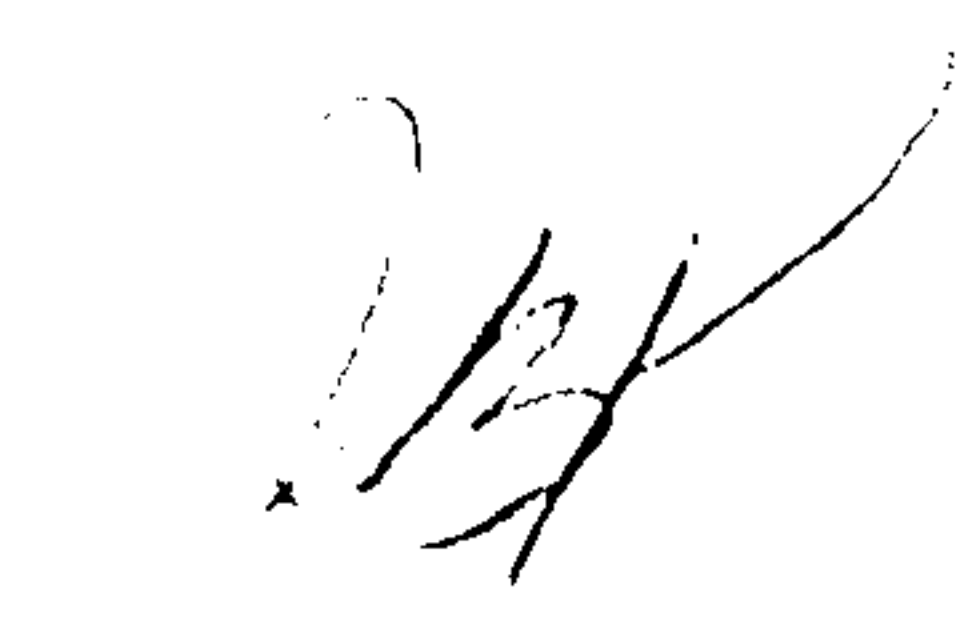
(iii) To the benefit of any payment made by my said spouse and myself on account of any joint or separate declaration of any estimated income tax.

(5) To pay as income the whole of the interest, dividends, rent, or receipts from property, whether wasting or not and although bought or taken at value above par, but, if it is deemed advisable when property is bought or taken at a value above par, a portion of the income may be retained to offset such loss to the principal; to treat as income or principal or to apportion between them stock dividends, extra dividends, rights to take stock or securities, and proceeds from the sale of real estate, although such real estate may have been wholly or partly unproductive; to charge to income or principal or to apportion between them custodians' compensations, brokers' commissions, agents' compensations, attorneys' fees, insurance premiums, repairs or improvements, taxes (income, estate, inheritance, or any other taxes), depreciation charges, and executor's compensation; generally to determine all questions as between income and principal or to apportion between them any receipt or gain and any charge, disbursement, or loss as is deemed advisable in the circumstances of each case as it arises, notwithstanding any statute, rule of law, or determination of any court.

(6) When paying legacies or dividing or distributing my estate, to make any division or distribution in cash or in kind, and to allocate the same or different property or undivided interest in property to any share in any such division or distribution. For purposes of division or distribution, property shall be valued at current fair market value.

(7) To buy, receive, lease, accept, or otherwise acquire; to sell, convey, mortgage, hypothecate, pledge, quitclaim, or otherwise encumber or dispose of; and to contract or agree for the acquisition, disposal or encumbrance of any property whatsoever, and wheresoever situated, be it real, personal, or mixed, or any custody, possession, interest, or right therein or pertaining thereto.

All of the above powers may be exercised from time to time in the discretion of my Executor without further order or license.



ITEM XII. MISCELLANEOUS

(a) Any trust created under my Will, at the election of my Executor, may be treated as operating from the date of my decease, whether the trust property shall then be actually paid over to the Trustee and set aside or not, and I hereby authorize and empower my Executor hereinafter named to make any payments which the Trustee is herein authorized to make after the actual establishment of the trust herein created.

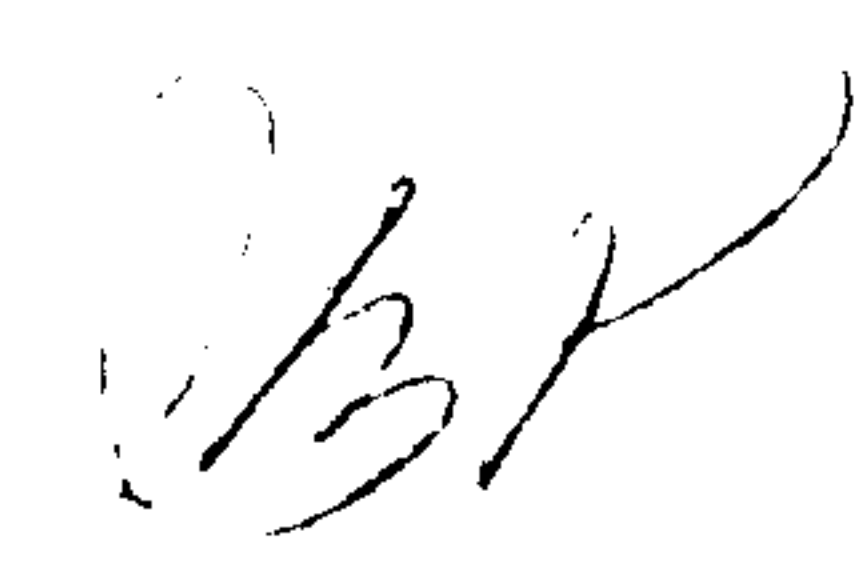
(b) It is my will and I direct that the invalidity of any gift or bequest, or of any limitation over, or interest intended, as to any property or as to any beneficiary, shall not be considered materially to disturb the plan of distribution herein created or to affect the validity of any other gift or bequest or limitation over, or interest in or trust herein given or created.

(c) Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those trust beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts created hereunder shall terminate and the assets thereof shall immediately be vested in and distributed outright to those persons entitled to receive them, and in the same proportions to which they are entitled to take under the provisions hereinabove set forth, irrespective of the attained age of such beneficiaries on such date.

(d) Any persons may at any time, and from time to time, add cash, securities or other property, whether real or personal, to the corpus of the trust estates herein created, by deed, gift or will, with the consent of the Trustee. Any addition to any of the trust estates herein created shall be held, administered and distributed as an integral part of the corpus thereof in accordance with all of the terms and provisions of this Will applicable to the said trust estate.

(e) I specifically authorize and empower my Executor regardless of whether or not it affects the interest of any beneficiary under this Will, or the amount of property elected to such beneficiary now or hereafter, to exercise any election granted by the Internal Revenue Code in effect at the time of my death which permits my Executor to take as deductions for federal income tax purposes any amounts which are also allowable for federal estate tax purposes, and my Executor shall incur no liability whatsoever to any beneficiary under this Will as the result of any elections so made, and no adjustment between principal and income shall be required as a result of such election.

(f) Anything to the contrary notwithstanding, in the event that any property or interest in property or life insurance passing under this Will, by operation of law or otherwise by reason of my death (other than as a part of my residuary estate), shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.



(g) It is my direction and intention that my Last Will and Testament be interpreted and administered by my Executor and Trustee in accordance with the Internal Revenue Code of 1986, as amended. My Executor and Trustee shall not be liable to any beneficiary herein for any action taken or not taken, election made or not made, or resulting federal income tax consequences upon the apportionment or distribution in kind or otherwise of any asset of my estate, where such Executor or Trustee has exercised good faith and ordinary diligence in the performance of its duties.

(h) As to the net income which, by any of the provisions of this Will, may be payable to any of my lineal descendants, he or she shall have no right or power, either directly or indirectly, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of same, or any part thereof, until same shall have been actually paid to him or her by the Trustee. Nor shall such income, nor the principal nor corpus 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 child or descendant, before or after my death.

(i) Where I have herein directed that funds shall be used and applied by the Trustee for the benefit of, or paid to, any minor beneficiary, the Trustee may in its discretion pay over such sums to the persons having custody of such beneficiary, or to such other person as it may select, including the beneficiary, to be used and applied for the purposes herein directed and the receipt of such persons shall be full discharge to the Trustee as to any sums so paid.

(j) I grant full discretion to my Executor to acquiesce in, compromise, or litigate any demand made against my estate for federal or state income or estate taxes. My Executor shall incur no personal liability for any action taken by it in good faith in accordance with either of the foregoing authorizations.

(k) My spouse, AMY G. PRICE, and I entered into a post-nuptial agreement in which she waived all interest and rights in my estate which might appear by statute or otherwise. The provisions made for my spouse in this Will are not in contravention of that agreement and are not intended to nullify or void such agreement.

(l) At the time of the execution of this Will, divorce proceedings had been instituted to dissolve the marriage between AMY G. PRICE and me. The bequests under this will to AMY G. PRICE shall continue in effect after the final Divorce Decree has been issued. However, if AMY G. PRICE contests or appeals the divorce proceedings, the bequests to her under this will are void and shall pass as a part of the residuary estate.

ITEM XIII. DEFINITIONS

As used in my Will, the terms "issue," "descendants" and "lineal descendants" are intended to include my children, JEFFREY A. PRICE and DAVID L. PRICE, or any descendant of mine, and any persons heretofore or hereafter born or adopted by me, but any person who is adopted on or after age twenty-one (21) years, and the issue of such adopted persons, are intended to be excluded from



this term.

Where the context so permits, the terms "Executor" or "Trustee" and words of reference to my Executor or Trustee, shall mean, respectively, any person or entity serving in that capacity, without regard to gender or number.

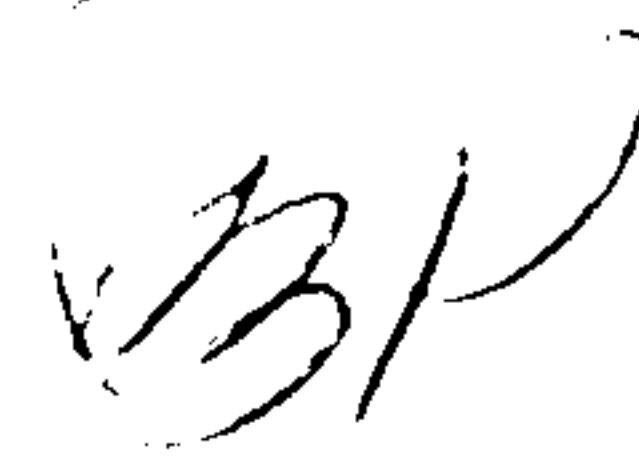
ITEM XIV. WILL CONTEST AND INCOMPETENCY PROVISIONS

Notwithstanding any and all of the other provisions of this Will, if any beneficiary shall object to the probate of my Will, or in any manner, directly or indirectly, contest or aid in contesting my Will, or any of the provisions of my Will, or any distribution under my Will of any part of my estate, then he shall be deemed to have predeceased me for the purposes of this Will, and any and all provisions herein contained for the benefit of said beneficiary shall be void and of no effect, and the benefits that such beneficiary would have received if he had made no such contest or brought no such proceedings shall go to the residuary beneficiaries of this Will (other than such beneficiary) in the same proportion as the other property received under the residuary clause of this Will. If all of the residuary beneficiaries join in such contest or proceedings, then such benefits shall go to the persons (other than the persons making such contest or joining such proceedings) who are nearest related to me by blood. Each benefit conferred by this Will is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Item are an essential part of each and every such benefit.

Furthermore, if any beneficiary asserts, whether during my life or at my death, or in any manner, directly or indirectly, aids in my being declared incompetent or placing me in a nursing home or similar facility, then he shall be deemed to have predeceased me for the purposes of this Will, and any and all provisions herein contained for the benefit of said beneficiary shall be void and of no effect, and the benefits that such beneficiary would have received if he had made no such assertion or brought no such proceedings shall go to the residuary beneficiaries of this Will (other than such beneficiary) in the same proportion as the other property received under the residuary clause of this Will. If all of the residuary beneficiaries join in such activity or proceedings, then such benefits shall go to the persons (other than the persons making such contest or joining such proceedings) who are nearest related to me by blood. Each benefit conferred by this Will is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Item are an essential part of each and every such benefit.

ITEM XV. SURVIVORSHIP REQUIREMENT

Should any person or persons who would take under this Will, but for this provision, fail to survive me by more than five (5) days, such person or persons shall be deemed to have predeceased me for the purposes of construing all the terms of this Will. This provision applies to my spouse. If there is no evidence of the order in which the death of my spouse and myself occurred, I shall be deemed to have survived my spouse for all the purposes of this Will.



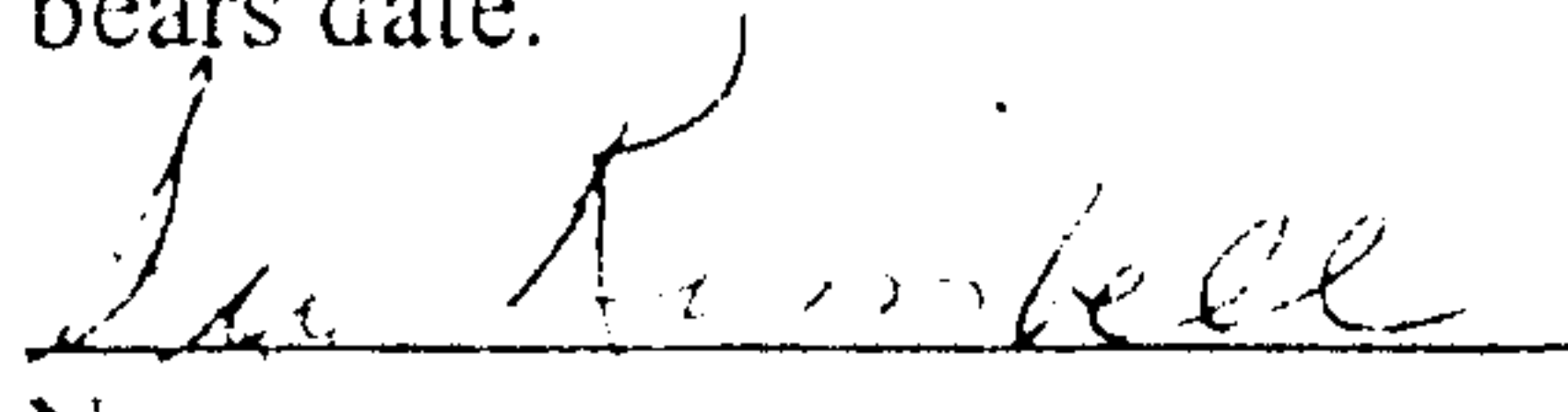
XVI. PAYMENT OF DEBTS AND TAXES

I direct and empower my Executor to apportion all estate, legacy, inheritance, succession, and transfer taxes among the several legacies, including my residuary legacy, such apportionment to be made in the sole discretion of my Executor as he may deem fair and equitable. However, it is expected that my property located at 319 Bearden Road in Pelham, Alabama, will be sold to pay any estate taxes, debts and expenses. If the proceeds from this sale are insufficient for such purposes, then I direct that any additional funds be first realized by the sale, mortgage, or pledge of the property in my residuary estate. If after exhaustion of my residuary estate, there still exists debts, expenses, and taxes to be paid, it is my Executor's sole discretion as to which assets will bear the burden.

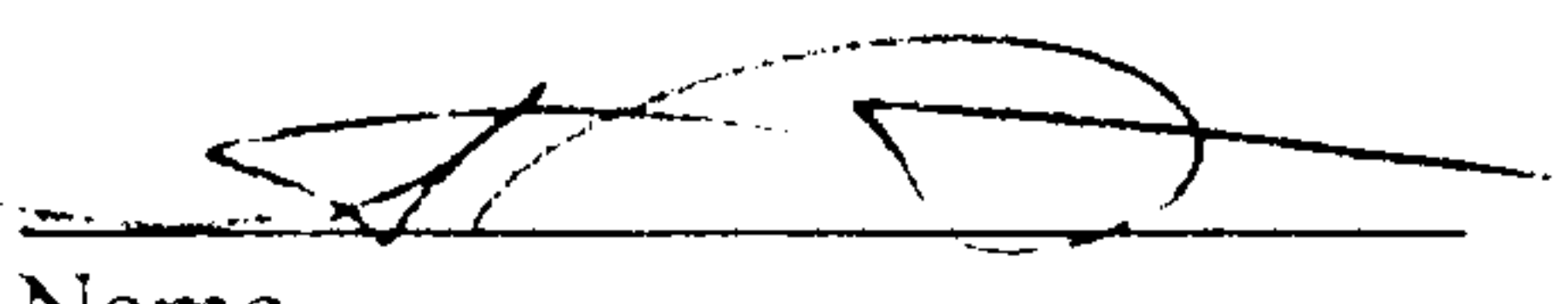
IN WITNESS WHEREOF, I, the undersigned, JAMES B. PRICE, have hereunto set my hand and seal on this 7th day of August, 2003.


JAMES B. PRICE

SIGNED, SEALED, PUBLISHED and DECLARED by JAMES B. PRICE as and for his Last Will and Testament, in our presence, and we, in his presence and in the presence of each other, and at his request, have hereunto set our hands and seals as witnesses thereto on the day the same bears date.


Name

1313 YELLOW LEAF CIR
Address


Name

MAYLENE AL 35114
Address


Name

764 ANNA ANN
Address

Summingham AL 35224
Address

3773 CROSBROOK ROAD
Address

Birmingham, AL 35223
Address

AFFIDAVIT

I, JAMES B. PRICE, the testator, sign my name to this instrument this 7 day of August

August, 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

James B. Price
JAMES B. PRICE

We, Sue Kimbell and Pat Smith, 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 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

Sue Kimbell
Witness
Pat Smith
Witness

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by JAMES B. PRICE, the testator and subscribed and sworn to before me by Sue Kimbell and Pat Smith, witnesses, this 7th day of August, 2003.

(NOTARY SEAL)

Deborah P. Dumas
Notary Public
My commission expires: 9-6-04

I certify this to be a true and correct copy [Signature]

Probate Judge
Shelby County

CB
10/17/11