

IN THE MATTER OF THE ESTATE OF

JOE A. MULLINS,
Aka JOE ALMON MULLINS,
DECEASED

) PROBATE COURT OF
) JEFFERSON COUNTY,
) ALABAMA

) **2015225687**
) CASE NO. _____

PETITION FOR PROBATE OF WILL

TO THE HONORABLE ALAN KING, JUDGE OF PROBATE OF JEFFERSON
COUNTY, ALABAMA:

Comes your petitioner, Margie M. Mullins, and upon information and belief,
respectfully shows unto your Honor the following facts:

1. Joe A. Mullins, aka Joe Almon Mullins died at Jefferson County, Alabama on
or about May 17, 2015, and at the time of such death, was an inhabitant of Alabama.

2. Surrendered herewith is said decedent's last will and testament naming
petitioner as Executor thereof, which was duly signed by said decedent when over
twenty-one years of age, and was attested by the following witnesses, namely:

<u>Name</u>	<u>Present Address</u>
Cathy D. McLean	8672 Drive, Bessemer, AL 35022
Jim Keyes	1925 27 th Avenue North, Hueytown, AL 35023
Kenny Joe Ausman	1925 27 th Avenue North, Hueytown, AL 35023

3. The following is a true, correct, and complete list of the names, ages,
conditions, relationships, and addresses of said decedent's widow and next-of-kin,
namely:

<u>Name, age, condition, relationship</u>	<u>Address</u>
Margie M. Mullins, over 21, sui juris, wife	3518 Lynncrest Dr. Hoover, AL 35216
Cynthia Mullins Graham, over 21, Sui juris, Daughter	5718 Mallard Lake Drive Hoover, AL 35244



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Shelby Cnty Judge of Probate, AL
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Wherefore your petitioner prays that your Honor will take jurisdiction of this petition; will cause all such notices or citations to issue to the said next-of-kin, and attesting witnesses as may be proper in the premises; and will cause such proceedings to be had and done, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of said will as the last will and testament of said deceased.

Margie M. Mullins
MARGIE M. MULLINS

Petitioner

Address: 3518 Lynncrest Drive
Hoover, AL 35216

Attorney for Petitioner:
Joe Ausman
AUSMAN, KEYES & KEYES, P.C.
P.O. Box 3570
Hueytown, AL 35023
(205) 491-7432

STATE OF ALABAMA
JEFFERSON COUNTY

Before me, the undersigned, a notary public in and for said county in said state, personally appeared Margie M. Mullins who, being first duly sworn, makes oath that she has read the foregoing petition and know the contents thereof, and that she is informed and believes, and, upon such information and belief, avers that the facts alleged therein are true and correct.

Margie M. Mullins
MARGIE M. MULLINS

Petitioner

Address: 3518 Lynncrest Drive
Hoover, AL 35216

Subscribed and sworn to before me this 26th day of June, 2015.

[Signature]
NOTARY PUBLIC

My commission expires: 12/27/2017

FILED IN OFFICE THIS 30th DAY OF
June, 2015, PRAYER
GRANTED AND PETITION ORDERED RECORDED

Alan L. King
JUDGE OF PROBATE


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Shelby Cnty Judge of Probate, AL
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IN THE MATTER OF THE ESTATE OF

JOE A. MULLINS,
Aka JOE ALMON MULLINS
DECEASED

) PROBATE COURT OF
) JEFFERSON COUNTY,
) ALABAMA,
)
) CASE NO.

~~2015225687~~

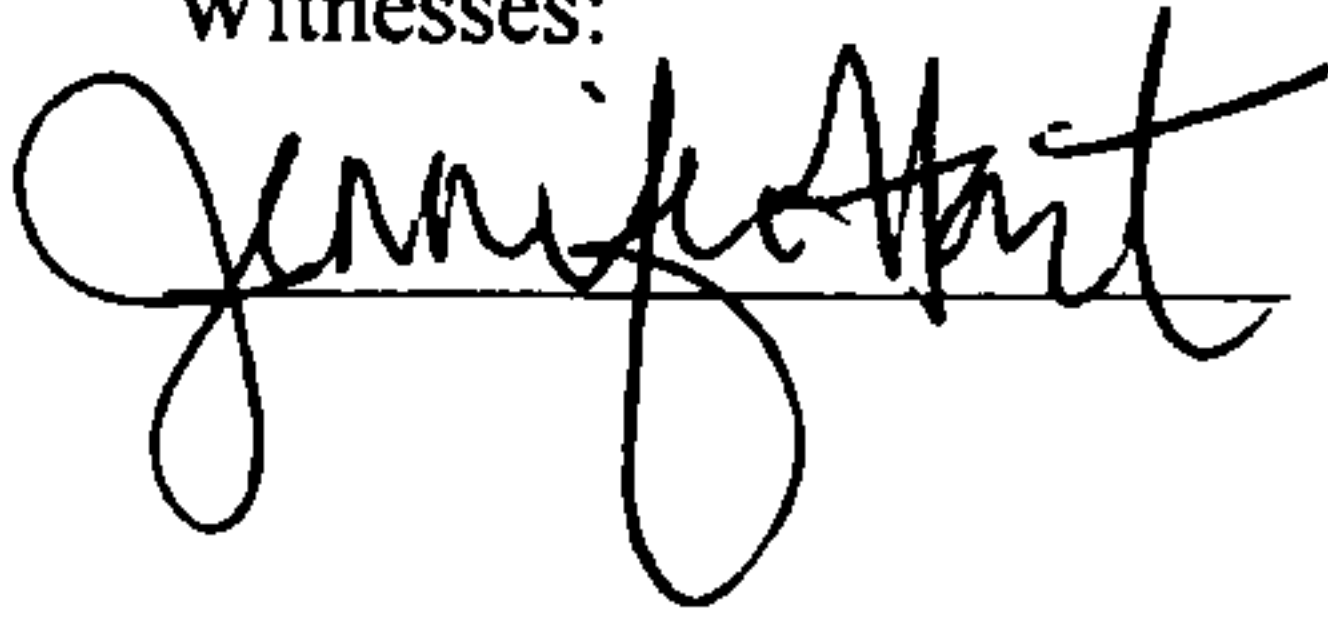
WAIVER OF NOTICE

TO THE HONORABLE ALAN KING, JUDGE OF PROBATE OF JEFFERSON
COUNTY, ALABAMA:

The undersigned, Cynthia Mullins Graham hereby accepts service of notice of the filing of the Petition for Letters of Testamentary and Petition for the Probate of the Will in the matter of the Estate of Joe A. Mullins, aka Joe Almon Mullins, Deceased, and hereby waives all other further notice thereof, either by publication or otherwise, and further enters her appearance in Court on the day set for hearing said matter, and on any day to which the same may be continued.

Dated this the 27 day of June, 2015.

Witnesses:




CYNTHIA MULLINS GRAHAM

FILED IN OFFICE THIS 30th DAY
OF June, 2015
AND ORDERED RECORDED.


JUDGE OF PROBATE


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PROOF OF WILL (PROOF OF TESTATOR'S SIGNATURE)

IN THE MATTER OF THE ESTATE OF:

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

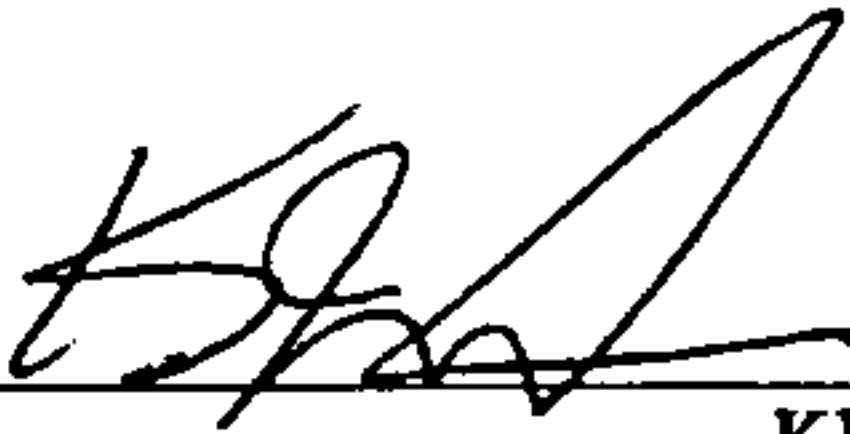
JOE A. MULLINS, A/K/A,
JOE ALMON MULLINS,

Deceased

____ 2015 TERM

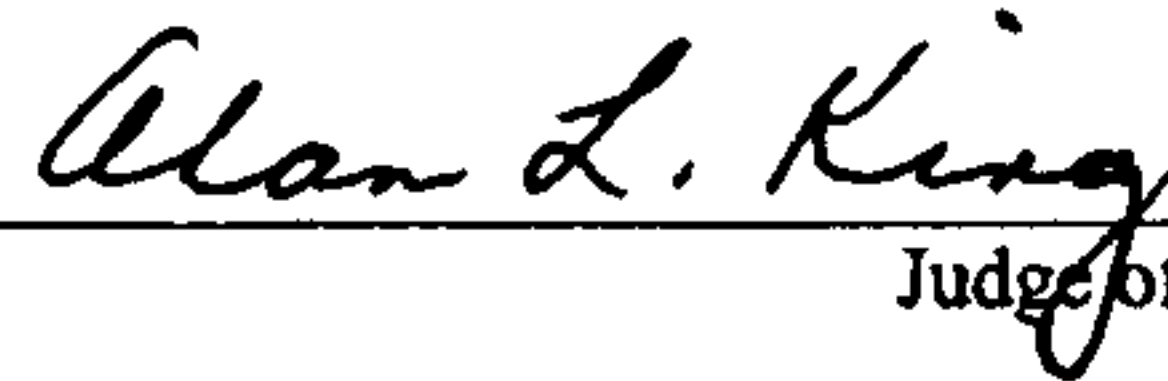
CASE NO. _____

Before me, the undersigned, personally appeared KENNY JOE AUSMAN, who after first having been duly sworn, deposeth and says that he is familiar with the handwriting of JOE A. MULLINS, a/k/a JOE ALMON MULLINS, deceased; that he has examined an instrument of writing now shown to him and which purports to be the Last Will and Testament of the said deceased, which bears date September 21, 1994; that he has examined the signature subscribed to said instrument, and that said signature is in the true and genuine handwriting of said deceased; that said deceased was of sound mind and disposing memory, and over the age of twenty-one years on the day of the date of said will.



KENNY JOE AUSMAN

Subscribed and sworn to before me on this date, June 30, 2015.



Judge of Probate

Recorded in Will Record _____, Page _____.

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Shelby Cnty Judge of Probate, AL
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PROOF OF WILL (ONE WITNESS)

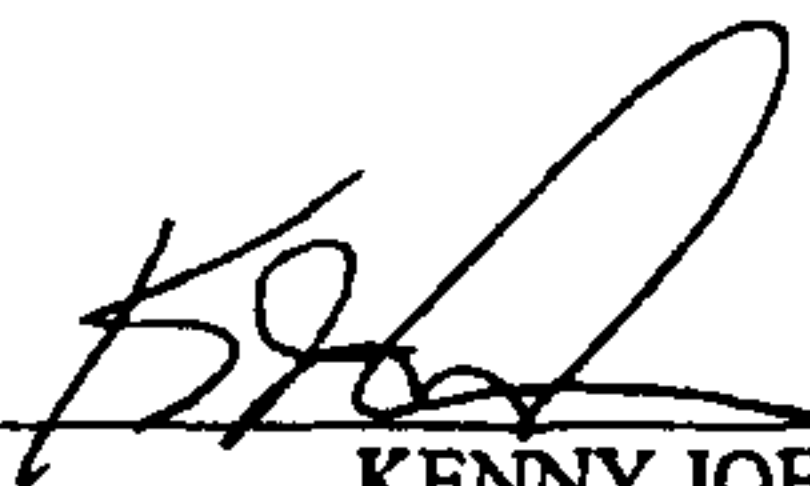
IN THE MATTER OF THE ESTATE OF:

JOE A. MULLINS, a/k/a
JOE ALMON MULLINS,
Deceased

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA
2015 TERM

CASE NO. _____

Before me, the undersigned, Judge of said Court, personally appeared in open Court
KENNY JOE AUSMAN, who having
been by me first duly sworn, deposeth and says that he is a witness to the instrument of writing now shown
to him and which purports to be the last Will and Testament of JOE A. MULLINS, A/K/A, JOE
ALMON MULLINS, deceased, and late and inhabitant of this County, that said deceased, signed and
executed said instrument on the day that same bears date, and declared the same to be his last Will and
Testament, and that affiant set his signature thereto, on the day the same bears date, as a subscribing
witness to the same in the presence and at the request of said deceased and in the presence of the other
subscribing witness, and that such other witness subscribed their name as a witness in the presence and at
the request of said deceased. That said deceased was of sound mind and disposing memory, and in the
opinion of deponent fully capable of make said Will, at the time the same was so made as aforesaid.
Affiant further states that said deceased was on the day of the said date of Will, of the full age of Nineteen
years and upwards.


KENNY JOE AUSMAN

Subscribed and sworn to before me on this date, June 30, 2015.


Judge of Probate

Recorded in Will Record _____, Page _____.


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JEFFERSON COUNTY

I, Joe A. Mullins, being of sound mind and disposing memory and being aware of the uncertainties of this life, do hereby 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 direct that all of my lawfully enforceable debts, the expenses of my last illness, the expenses of my grave, unpaid charitable pledges evidenced by a writing signed by me (whether or not the same are enforceable obligations of my estate) and the costs of administering my estate, including the reasonable expenses incurred in safeguarding or delivering estate property, shall be paid out of and charged generally against the principal of my residuary estate by my Executors, hereinafter named, as soon as the prudent and orderly administration of my estate will permit.

ITEM TWO
Disposition of Personal Effects

A. I hereby give and bequeath all my wearing apparel, jewelry, books, pictures, automobiles, household furniture, furnishings, china, silver, silverware, crystal, linen, utensils used in and about my home, and any other objects of my personal use, exclusive of cash, C/Ds stocks, bonds, together with any insurance thereon, to my beloved spouse, Margie M. Mullins, to be hers absolutely if she survives me. If my spouse fails to survive me, I give and bequeath the aforementioned items to the

FILED IN AND FOR THIS THE
30 DAY OF June, 2015
 FOR PROBATE AND RECORD.

Alan L. King
JUDGE OF PROBATE

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property to my child, Cynthia Mullins Graham, absolutely.

B. If my spouse survives me, I give and bequeath the Marital Share, hereinafter defined, in accordance with the provisions of Item Three hereof. The Marital Share shall be that minimum pecuniary amount only which is exactly sufficient to reduce the federal estate tax payable by reason of my death to zero or to the lowest possible amount greater than zero, after taking into account (i) all deductions (including the federal estate tax marital deduction) allowed in finally determining that tax, (ii) the maximum credit for state death taxes which, without increasing state death taxes, is allowable against the tax.

This bequest may be satisfied in cash or in kind, or partly in each, and the decision of my fiduciary as to the property or interests in property to be allocated to it shall be final and conclusive and shall not be subject to question by any beneficiary, legatee, or devisee provided, however, that property or interests in property so allocated (1) shall qualify for the estate tax marital deduction, and (2) shall be valued at their respective values on the date, or dates, or distribution. No adjustment shall be made for a disproportionate allocation of unrealized gain for federal income tax purposes.

If my spouse does not survive me, this bequest shall lapse and shall become a part of my residuary estate.

C. All the rest, residue and remainder of my property of whatever kind and character and wherever situated excluding any property over which I have only a general or limited power of appointment exercisable by will, deed or otherwise, my residuary estate shall be referred to as the Family Share and shall be held or disposed of in accordance with the provisions of Item Six hereof.

ITEM THREE
QTIP Intention With Respect To
Marital Share, Executors' Authorization

A. It is my intention that the property allocated to the Marital Share under this Will and held and distributed pursuant to Item Five hereof shall constitute "qualified terminable interest property" as defined in Section 2056 (b) (7) of the Internal Revenue Code of 1954, as amended, as to which the marital deduction provided by the Internal Revenue Code will be allowed if my Executors so elect. My Executors are authorized to make any election permitted by said Section with respect to such property as they, in their sole discretion, shall deem to be in the best interests of my estate, the beneficiaries of said share and the other beneficiaries of my estate, or to make no election with respect to such property, taking into consideration the circumstances prevailing after my death.

John *COM* *JK* *FW*

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B. My executors shall not be liable to my estate, the trustees of the trust established to hold the Marital Share, or any current or future beneficiary or creditor of such trust or my estate on account of their having made or declined to make any election with respect to such property, unless such election is made or not made due to gross negligence or bad faith on the part of the Executors.

If my Executors elect to treat the property of the Marital Share as qualified terminable interest property qualifying for the marital deduction permitted by the Internal Revenue Code of 1954, as amended, then:

- (i) The Marital Share shall not include, and my Executor shall not allocate to it, if avoidable, any property with respect to which no marital deduction would be allowed under the terms of the Internal Revenue Code of 1954, as amended, and:
- (ii) My Executors, regardless of any adverse interest, shall construe all provisions of my Will which may require construction in order that my estate may become and remain entitled to said marital deduction, and they are hereby authorized to adopt, agree to or acquiesce in, such construction thereof as they may from time to time deem necessary or advisable in order that such deduction may be obtained for my estate.

ITEM FOUR
Payment of Estate Taxes

All estate and inheritance taxes which may be assessed or imposed with respect to my estate, or any part thereof, wherever situated, whether or not passing under my Will, including the taxable value of all policies of insurance on my life of which I am owner, and of all transfers, powers, rights or interests in my estate for the purposes of estate taxes, shall, if my said spouse survives me, be paid out of the "Family" Share of my residuary estate, or, if my said spouse does not survive me, be paid out of my residuary estate, and in either event such payment shall be made without apportionment.

ITEM FIVE
Distribution of Marital Share

The Marital Share, hereinafter referred to as the "QTIP Marital Trust", shall be transferred and paid over to my Trustees, hereinafter named, to be held in trust, administered and distributed as hereinafter provided:

(A) Income Distribution.

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- (i) The Trustees shall pay to or apply for the benefit of my spouse all of the net income of the Trust in convenient installments, but at least annually, during my spouse's lifetime and
- (ii) My spouse shall have the power to compel the Trustees to make all or any part of the principal of this Trust productive or income producing or to convert any unproductive or non-income producing property into productive or income producing property. Said power shall be exercised by a written instrument delivered to the Trustees, and the Trustees shall take any action required by the exercise of said power within a reasonable time.

(B) Distribution of Principal.

Upon the death of my spouse, the QTIP Marital Trust shall terminate, and the Trustee shall divide all of the principal and accrued income into as many equal shares as I shall then have children living and children dead with descendants surviving. The share allocated to a living child shall be transferred and paid over to such child or descendants per stirpes, absolutely except as hereinafter provided in Item Sixteen with respect to a beneficiary under twenty-five (25) years of age.

ITEM SIX

The Family Share, hereinafter referred to as the Family Trust, I give, devise and bequeath to my trustee, who shall hold the same in trust for the uses and purposes as herein provided.

(a) During the lifetime of my spouse, the trustee shall from time to time pay to or use and apply for the health and maintenance, support and education of my spouse, so much of the income of the trust and the principal thereof, in such amounts and proportions, equal or unequal, as the trustees may deem necessary or desirable, taking into account other resources available to my spouse and known to the trustee. It is my intention that the trustee may pay all, or part, or none of the income or principal, or both, and he may make unequal payments. However, no principal shall be paid from the Family Trust to my spouse until the Marital Trust shall have been exhausted. The net income or any part thereof not so paid shall be accumulated, added to, and become a part of the principal of the trust. I wish, but do not require, that the trustees, consider the suggestions of my spouse as to my spouse's needs. No person shall have the right to require that any distribution be made to him or her or to any person or organization for the benefit of such persons, the decision of the trustee being final and binding on all persons.

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(b) Upon the death of my spouse, the Family Trust shall terminate, and the Trustee shall divide all of the principal and accrued income into as many equal shares as I shall then have children living and children dead with descendants surviving. The share allocated to a living child shall be transferred and paid over to such child or descendants per stirpes, absolutely except as hereinafter provided in Item Sixteen with respect to a beneficiary under twenty-five (25) years of age.

ITEM SEVEN

I hereby nominate and appoint as co-trustees of both the Marital Trust and the Family Trust, my spouse, Margie M. Mullins, and my daughter, Cynthia Mullins Graham, jointly. If any one cannot or will not serve, the one remaining shall serve alone and shall have the powers and duties described in Item Seven A and Item Seven B. In the event that neither of the above named can or will serve, then my son-in-law, Ronald Lane Graham, shall serve.

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

1. To collect the income therefrom.
2. To compromise, adjust and settle any claim.
3. To hold any property or securities originally received by the trustees as part of the trust or to which the trustee becomes entitled by virtue of the incorporation, liquidation, reorganization, merger, consolidation, or change of charter or name, including any stock or interest in any family corporation.
4. To sell, auction, convey, exchange, lease or rent for a period beyond the possible termination of the trust (or for a less period) for such purposes, or otherwise dispose of, all or any portion of the trust, in such manner and upon such terms and conditions as the trustee may approve.
5. To invest and reinvest the trust and the proceeds of sale or disposal or any portion thereof, in such loans, bonds, stocks, mortgages, common trust funds, securities, or other property, real or personal, or

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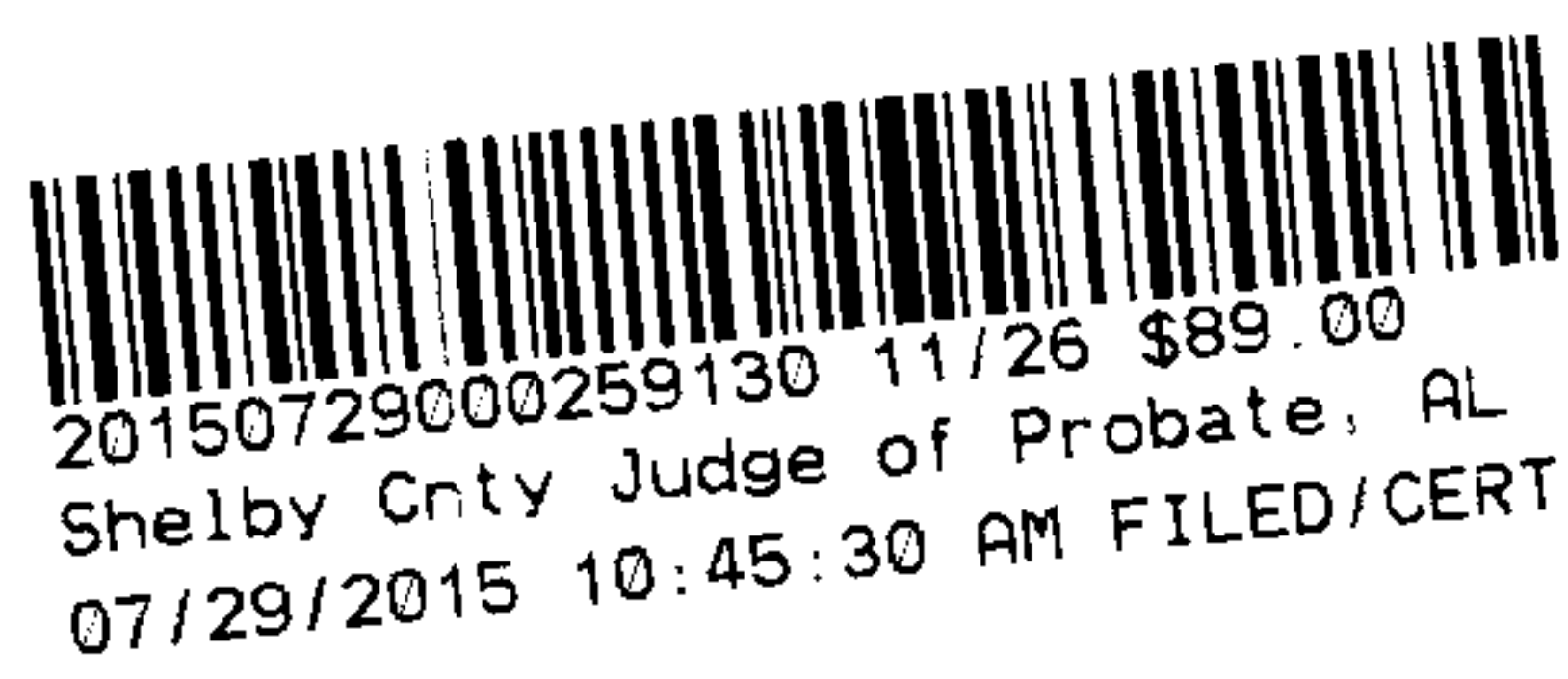
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to purchase options for such purposes, or to exercise option, rights, or warrants, to purchase securities or other property, as to the trustee may seem suitable.

6. To hold, retain or acquire property or securities which in the trustee's opinion is for the best interests of the trust, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.
7. To vote any corporate stock held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give any consent for or with respect thereto.
8. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation, or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to enter into, continue or extend any voting trust for the duration of or beyond the term of the trust, to appoint agents (including any trustee or directors, officers, or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, and in exercising the powers in relation to such business enterprise, to receive extra or extra-ordinary compensation therefor.
9. To subdivide or otherwise develop, and to change the use or purpose of any real estate constituting a commercial, cemetery, or other usage, to construct, improvements located thereon, to release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.
10. To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith, to clear, drain, ditch, make roads, fence and plant part of all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other product thereof, to lease or enter into other management, cutting, production or sales

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contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in the vicinity of any such real estate or which the trustee deems otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing, or any other purpose hereunder, in such manner and upon such terms and conditions as the trustee deems necessary or desirable in such operation of farms and woodlands.

11. To drill, explore, test, mine, or otherwise exploit oil, gas or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovering operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such other instruments or agreements in connection therewith as the trustee deems necessary or desirable.
12. To borrow money for such time and upon such terms as the trustee sees fit, without security on or mortgage of any real estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefore as necessary.
13. To advance money to any trust for any purpose of the trust, and the trustee shall reimburse the trustee for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.
14. To hold money in the trustee's custody while awaiting distribution or investment under the terms hereof, even though such money be commingled with the trustee's funds (in which case the trustee shall keep a separate account of the same on its books), and the trustee shall not be required to pay interest thereon. Commingling will be avoided.
15. To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

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16. To hold property or securities in bearer form, in the name of the trustee, or in the name of the trustee's nominee, without disclosing any fiduciary relation.
17. To keep any property constituting a part of said trust property insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustee deems necessary or desirable.
18. To determine whether any money or property coming into trustee's hands shall be treated as a part of the income. He can apportion between principal and income any loss or expenditure in connection with the trust as the trustee may deem just and equitable; provided, however, that such power shall be exercised in accordance with the provisions of the Alabama Principal and Income Act.
19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.
20. To exercise any power hereunder, either acting alone or jointly with others.
21. To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

B. The trustees shall hold and manage the trust and all shares thereof, with the following additional powers:

1. To pay over income from the trust estate to the income beneficiary, or for the use of the income beneficiary, in such installments as may be convenient and satisfactory to the trustee in the trustee's sole discretion.
2. The trust created for a beneficiary under the age of 25 shall end on the youngest of the cesti que trust's reaching the age of twenty-five years; the trustee shall pay over the balance in his hands at that time to the cesti que trusts and stand discharged.
3. Whenever the word "trustee", or "trustees", "executor" or "executors" is used it shall be construed either as singular or plural, as masculine or feminine which ever is proper in context.
4. During the continuance of the Family trust, the trustee

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shall pay to or for the benefit of the cesti que trust so much of the income and principal of the cesti's share as the trustee may deem necessary or desirable to provide for the health, maintenance, support and education of the cesti que trust. Any part of the net income not so used shall be accumulated and added to the principal of said share being thereafter invested and treated in all respects, as a part thereof, or may be distributed in such manner as the trustee deems to be in the best interests of the beneficiary.

5. The income of the trusts herein created shall accrue from the date of my death, and until the trusts are established, I authorize my executors, in their sole discretion, from time to time and at any time, to pay out of my general estate to the respective income beneficiaries of such trusts. As advance payments of income, such sums as in the trustees' judgment are not in excess of the income which such beneficiary probably would have been entitled to receive from said trusts had the same been established. Any such sum paid from the principal of my general estate shall be regarded merely as a temporary advance to be restored to the principal from income otherwise payable to the beneficiary to whom such advance shall have been made.
6. As to the net income which by any of the provisions of this will may be payable to any person, 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 in hand to him by the trustee; nor shall such income, nor the principal or corpus of any 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 such person, before or after my death.

ITEM EIGHT

It is my intention that, if my spouse survives me, my estate shall become entitled to the marital deduction provided by the United States Internal Revenue Code, as amended to the date of my death, with respect to the value of the Marital Trust. Accordingly, the Marital Trust shall be a separate trust for the sole benefit of my spouse and shall not include and my executor shall not allocate to it, any property with respect to which no marital deduction would be allowed, any property with respect to which a credit against the Federal Estate Tax would be forfeited by such allocation, or any income in respect of decedent.

jam *CDM* *KL*

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My executor and trustee, regardless of any adverse interest, shall construe all provisions of my will which may require construction in order that my estate may become and remain entitled to said marital deduction, and they are hereby authorized to adopt, agree or acquiesce in, such construction thereof as they may from time to time deem necessary or advisable in order to obtain such deduction for my estate.

My spouse shall have the general power of appointment over the Marital Trust as is provided for in Item Two B to be exercised by her last will and testament in favor of such person or persons, including her estate, as she may appoint and direct, whether she dies before, during or after a division of my property into the Marital Share and the Family Share. The Marital Share shall vest in the trustee immediately upon my death, and income therefrom shall be distributed at least annually.

ITEM NINE

I direct that all estate or other tax levied against my estate by reason of my death shall be paid by my executor solely out of the property designated as the family share, and that none of such taxes shall be paid out of the property designated as the marital share or property otherwise qualified for the marital deduction for federal estate tax purposes.

ITEM TEN

1. If an election is available to take certain deductions as income tax deductions or as estate tax deductions, such election shall be made as the executor in the executor's discretion, may determine, and no adjustment between principal and income shall be required as a result of such election, his decision will be conclusive on all concerned.

2. If my executor in good faith decides that there is uncertainty as to the inclusion of particular property in my gross estate for federal estate tax purposes, he shall exclude such property from my gross estate in the estate tax return. My executor shall not be liable for any loss to my estate or to any beneficiary resulting from any decision made in good faith that there is uncertainty as to the inclusion of particular property in my gross estate.

3. The decision of my executor as to the date which should be selected for the valuation of property in my gross estate for federal estate tax purpose shall be conclusive on all concerned.

Jam *COM* *JK* *KR*

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ITEM ELEVEN

Additional property of any kind and character may be added to any trust hereunder, with the consent of the trustee, by me or any person or fiduciary, by will or otherwise, merged with and become a part of the property held in such trust, hereunder, and thereafter shall be administered and disposed of in accordance with the terms of such trust. However, if any proceeds of a qualified pension or profit sharing plan are received by my trustee, said proceeds shall not be used to pay any estate, inheritance or other tax, any claim or debts, or to satisfy any other obligation of my estate.

ITEM TWELVE

The following provisions shall govern for all purposes of this will, wherever they may be applicable:

- (a) Any payment of income or discretionary payment or principal from any trust to or for any beneficiary may, in the discretion of the trustee, be made to any person or organization, (including the beneficiary or anyone having custody of him or her), who shall apply such payment for the use and benefit of the beneficiary as provided for hereunder.
- (b) Upon making any payment or transfer hereunder, the executor and trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the trustee shall be fully discharged as to such trust.
- (c) Any adopted person including any person adopted by me, and his or her descendants, shall be considered to be 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 of this will.

ITEM THIRTEEN

I hereby designate and appoint as executor hereunder: My spouse, Margie M. Mullins. If she cannot or will not then my daughter, Cynthia Mullins Graham shall serve. If neither of them can or will serve, then my son-in-law, Ronald Lane Graham, shall serve.

I direct that my executors and trustees shall not be required to give bond and to file an inventory or appraisal of my estate or of any trust or share thereof in any court, and

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they shall make out and keep an inventory and shall exhibit the same to any party in interest at reasonable time, and I direct that they shall also be free from the control and supervision of any court. I hereby vest in my executors the same full powers of management, control and disposition of my estate as are given to the trustee under Item Seven with respect to the trust or trusts hereunder. The executor and trustees shall be entitled to reasonable compensation for services as executor and trustee.

ITEM FOURTEEN

In the event it becomes necessary to have administration of my estate or of any trust or share thereof in any state other than Alabama, my executor may nominate and appoint any person or organization as ancillary administrator thereof, and may compensate such administrator for its services. Such administrator shall complete its administration and make such disposition of the property administered by it as my executor may require, and in so doing it shall have the same rights, powers, duties, and discretion herein conferred upon the executor and trustee.

ITEM FIFTEEN

In the event that my spouse and I shall die in a common disaster or accident, or under any circumstances creating doubt as to which of us survived the other, my spouse shall be presumed to have survived me for all purposes under this will.

ITEM SIXTEEN

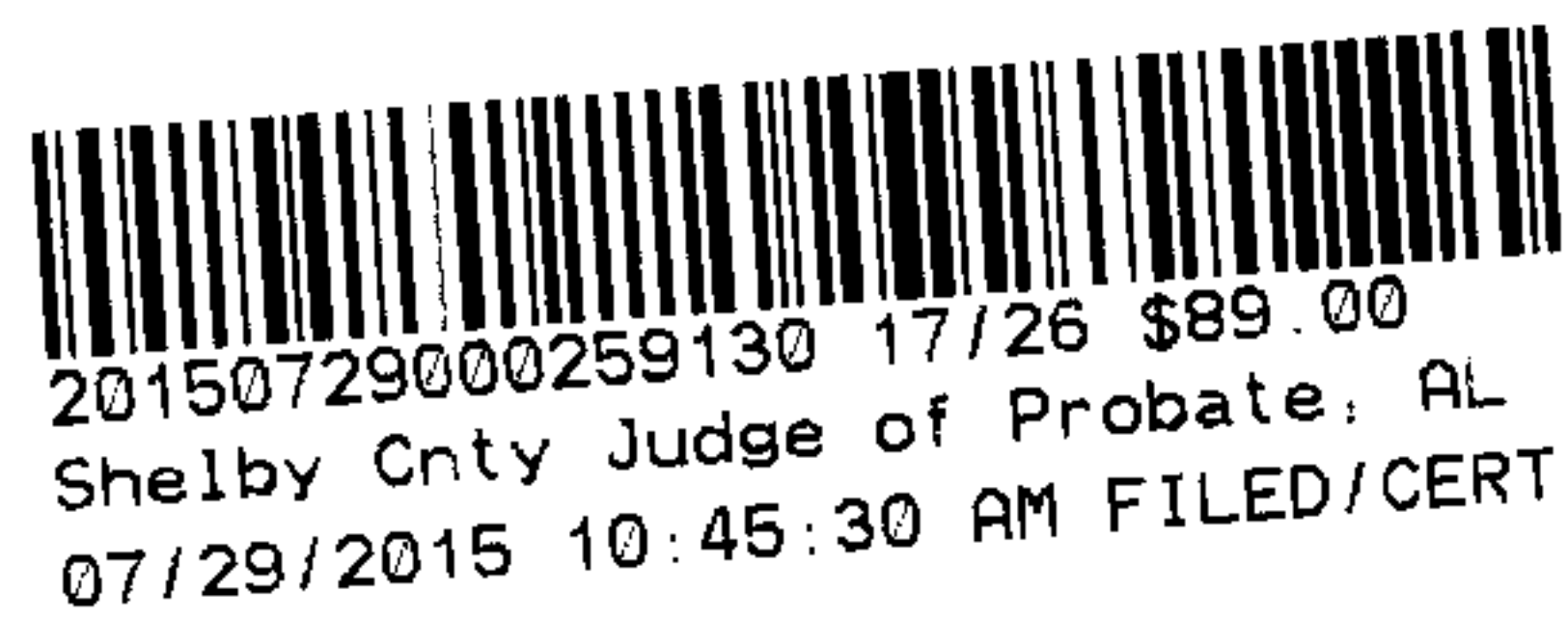
Despite the preceding provisions of this instrument the trustee may elect to withhold any property otherwise distributable under this will to a beneficiary who has not reached the age of twenty-five years and may retain the property for that beneficiary in a separate trust named for the beneficiary, to be distributed to the beneficiary when he or she reaches the age of twenty-five years, or before then if the trustee so elects. The trustee shall apply as much of the net income and principal of the trust so retained as the trustee determines to be required for the health, support, maintenance and education of the beneficiary for whom the trust is named, considering all circumstances and factors deemed pertinent by the trustee. Any undistributed net income shall be accumulated and added to principal, as from time to time determined by the trustee. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining net income and principal of the trust shall be distributed to the beneficiary's estate.

ITEM SEVENTEEN

(A) My executor shall be authorized to employ and

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compensate such appraisers deemed by my executor needful for the proper appraisal of the assets of my estate and to do so without liability for any neglect, omission, misconduct or default of any such appraiser provided such appraiser was selected and retained with reasonable care. Any penalty assessed which related to the valuation of any asset shall be paid from my estate so long as my executor selected such appraiser with reasonable care.

(B) My executor and Trustee shall have the right to determine, irrespective of statute or rule of law, what shall fairly and equitably charged or credited to income and what to principal, notwithstanding any determination by the courts or by any custom or statute, and whether or not to establish depreciation allowances.

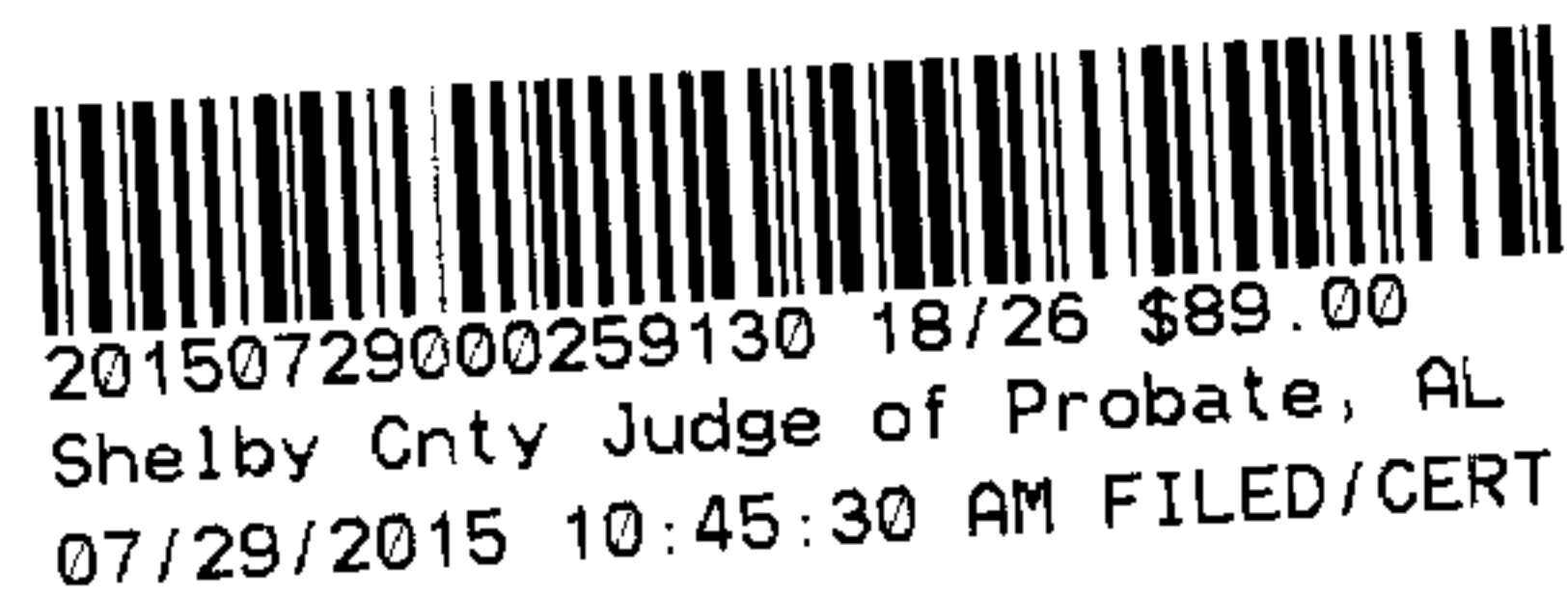
(C) In addition to the investment powers conferred in Article Seven, my trustees are authorized (but not directed) to acquire and retain investments not regarded as traditional for trusts, including investments that would be forbidden by the "prudent person" rule. My trustees may in their sole discretion invest in any type of property, wherever located, including any type of tangible or intangible personal property, and in any manner including direct purchase, joint ventures, partnerships, limited partnerships, corporations, mutual funds, or any other form of participation or ownership. In making investments my trustees may disregard all of the following factors:

- (i) Whether a particular investment, or the trust investments collectively, will produce a reasonable rate of return or result in the preservation of principal.
- (ii) Whether the acquisition or retention of a particular investment, or the trust investment collectively, is consistent with any duty of impartiality as to the different beneficiaries. I intend that no such duty shall exist.
- (iii) Whether the trust is diversified. I intend that no duty to diversify shall exist.
- (iv) Whether any or all of the trust investments would traditionally be classified as too risky or speculative for trusts. The entire trust may be so invested. I intend that my trustees have sole discretion in determining what constitutes acceptable risk and what constitutes proper investment strategy.

My purpose in granting the foregoing authority is to modify the prudent person rule insofar as the rule would prohibit an investment or investments because of one or more factors listed above, or any other factor relating to the nature

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of the investment itself. Accordingly, my trustees shall not be liable for any loss in value of an investment merely because of the nature of the investment or the degree of risk presented by the investment, but shall be liable if my trustees' procedures in selecting and monitoring the investment are proved by affirmative evidence to have been negligent, and that such negligence was the proximate cause of the loss.

This Article shall not apply to the acquisition of an investment (other than by transfer from me) without the written consent to such acquisition of the adult beneficiaries to whom my trustees are authorized or directed to pay net income of the trust at the time of acquisition. During a period when no such person is living (and competent), no such consent shall be required. Consent shall not be required for the retention of an investment. The individual or individuals whose consent is required to make an investment shall have no responsibility to any beneficiary in connection with giving or withholding consent.

My trustee may retain or consult such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as they in their sole discretion determine would be appropriate for advice in the selection, maintenance and disposition of investments, without regard to any duty of non-delegation, and may pay the fees of such experts, as well as all expenses incurred in the acquisition, storage, maintenance and delivery of investments, from income or principal or both of the trust.

Example of the investments and forms of investment that I intend to authorize by this Article include securities offered by new ventures, commodities, gold, silver, and other precious metals, works of art, antiques, foreign currencies, coins, jewels, postage, stamps, rare books, heavy equipment, oil, gas, mineral, timber and other interest in natural resources, breeding animals, future contracts, spot contracts, claims, puts, calls, straddles, short or long contracts, and any form of option agreement. The preceding list is not intended to be comprehensive or to preclude investments not listed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of September, 1994.


JOE A. MULLINS


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We, the undersigned, hereby certify that the above named testator subscribed his name to the foregoing instrument in our presence, and published and declared the same to be his Last Will and Testament, and we, at the same time, at his request, in his presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

Cathy D. McLean
Jim Keyes
K. J. Keyes

Prepared in the offices of:
AUSMAN, KEYES & KEYES, P.C.
Attorneys at Law
720 North 18th Street
Bessemer, AL 35020
(205) 428-5877



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JOE A. MULLINS AKA
JOE ALMON MULLINS
DECEASED

**IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA**

CASE NUMBER 2015-225687

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Margie M. Mullins and filed a petition in writing, under oath, therewith producing and filing in this Court an instrument of writing purporting to be the Last Will and Testament of Joe A. Mullins aka Joe Almon Mullins, deceased, said will bearing date, September 21, 1994, and attested by Cathy D. McLean, Jim Keyes, and Kenny Joe Ausman; and praying that the same be probated as provided by law; that the petitioner is the spouse of said deceased, and is named in said Will as personal representative thereof; and that the next of kin of said deceased are as follows, to-wit: Margie M. Mullins, spouse, Hoover, Alabama and Cynthia Mullins Graham, daughter, Hoover, Alabama, of whom are over nineteen years of age and of sound mind.

And thereupon comes each of the above named next of kin expressly waiving all notice of the petition to probate said will and consenting that the same be probated at once, and the court having ascertained by sufficient evidence that the signatures affixed to said waivers of notice and acceptances of service are the genuine signatures of said next of kin; now on motion of said petitioner, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that said instrument is the genuine Last Will and Testament of said deceased, and that



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such instrument should be probated as the Last Will and Testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of Joe A. Mullins aka Joe Almon Mullins, deceased, and **ORDERED** to be recorded together with the proof thereof and all other papers on file relating to this proceeding. It is further **ORDERED** that petitioner pay the costs of this proceeding.

DONE this date, June 30, 2015.

Alan L. King

Judge of Probate


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IN THE MATTER OF THE ESTATE OF

JOE A. MULLINS,
Aka JOE ALMON MULLINS,
DECEASED

) PROBATE COURT OF
) JEFFERSON COUNTY,
) ALABAMA
)
) CASE NO.

2015225687

PETITION FOR LETTERS TESTAMENTARY

TO THE HONORABLE ALAN KING, JUDGE OF PROBATE OF JEFFERSON
COUNTY, ALABAMA:

Comes your petitioner, Margie M. Mullins, and, upon information and belief,
respectfully shows unto your Honor the following facts:

1. In the last will and testament of Joe A. Mullins, aka Joe Almon Mullins,
Deceased, which said will has been or shall be duly probated and admitted to record in
this Court, your petitioner is named as Executor thereof.

2. Margie M. Mullins, petitioner is an inhabitant of the State of Alabama. Your
petitioner is above the age of twenty-one years, and in no respect disqualified under the
law from serving as such Executor.

3. Under said will your petitioner is exempted from giving bond as such
Executor. The said decedent died seized and possessed of certain real and personal
property, the value of which is estimated, in the aggregate, to be approximately less than
\$40,000.00. The value of the personal property is estimated to be less than \$10,000.00.

Wherefore, to the end that the properties constituting said estate may be collected
and preserved for those who appear to have a legal interest therein, and that said will may
be executed according to the requests and directions of said decedent, your petitioner
prays that your Honor will take judicial notice of the probate of the will of the decedent,
and will grant letters testamentary to petitioner in this matter-without entering into bond,
as is provided by the terms of said will.

Margie M. Mullins
MARGIE M. MULLINS

Petitioner

Address: 3518 Lynncrest Drive
Hoover, AL 35216



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LETTERS TESTAMENTARY

IN THE MATTER OF THE ESTATE OF:

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

JOE A. MULLINS, AKA
JOE ALMON MULLINS,
Deceased

CASE NO. 2015-225687

LETTERS TESTAMENTARY

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to MARGIE M. MULLINS, the Personal Representative named in said will, who has complied with the requisitions of the law and is authorized to administer the estate. Subject to the priorities stated in §43-8-76, Code of Alabama (1975, as amended), the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers authorized in transactions under §43-2-843, Code of Alabama (1975, as amended).

WITNESS my hand this date, 30th day of June, 2015.

Alan L. King

Judge of Probate

I, S.J. Rhodes, Chief Clerk of Probate Court of Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the **Letters Testamentary** issued in the above styled cause as appears of record in said Court. I further certify that said Letters are still in full force and effect.

WITNESS my hand and seal of said Court this date, 30th day of June, 2015.

Chief Clerk



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The State of Alabama

JEFFERSON COUNTY

I, S.J. Rhodes, Chief Clerk of the Probate Court of said County and State, do hereby certify the foregoing papers to be, and contain a full, true and correct copy of the Petition for Probate of Will, Waiver of Notice, Proof of Will, Last Will and Testament, Order on Filing and Probating Last Will and Testament, Petition for Letters Testamentary, Order Granting Letters Testamentary Without Bond, Letters Testamentary

_____ as appears on file and of record in this Court.

Witness my hand and seal of said Court, this the 21st day of July 2015.

Chief Clerk

The State of Alabama

JEFFERSON COUNTY

I, Alan L. King, Judge of the Probate Court of said County and State, do hereby certify that, S.J. Rhodes whose name is signed to the preceding certificate of exemplification, is the _____ Chief Clerk of the Probate Court of Jefferson County, Alabama, duly appointed and sworn, and that said Court is a Court of Record, and that full faith and credit are due to her official acts.

I further certify that the seal affixed to the said exemplification is the seal of the said Probate Court of Jefferson County, Alabama, and that the attestation thereof is in due form of law.

This the 21st day of July, 20 15.

Judge of Probate

The State of Alabama

JEFFERSON COUNTY

I, S. J. Rhodes, Chief Clerk of the Probate Court of said County and State, do hereby certify that Alan L. King, whose name is signed to the foregoing certificate, is the Judge of the Probate Court of Jefferson County, Alabama, duly elected and sworn, and that the signature of said Judge is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, this the 21st day of July, 20 15.

Chief Clerk



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