

20160426000136540 1/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

JR 2690 PG 148

**PROBATE COURT OF JEFFERSON COUNTY, ALABAMA**

08

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH, )

Deceased. )

CASE NO. - 2 0 0 4 5 6 - - -

**PETITION FOR PROBATE OF WILL**  
**(Self-Proved Will)**

Come the Petitioners, Joe A. Joseph and Pamela Joseph Moore, and show this Court the following facts:

1. Joe J. Joseph (the "Decedent") died testate at Jefferson County, Alabama on or about the 22nd day of March, 2008 and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is the Decedent's Last Will and Testament naming Petitioners as co-Personal Representatives thereof, which Will was duly signed by the Decedent when over eighteen (18) years of age, and was attested by Laurence J. McDuff and Jolee H. Bollinger, both residents of Alabama at the time of the execution of the Decedent's Last Will and Testament, and was self-proved in a manner substantially in accordance with the requirements of ALA. CODE § 43-8-132 (1975). Lynn Baxley Ault, a resident of Alabama and a Notary Public for the State of Alabama, at Large, was the officer authorized to administer oaths, and before whom said Will was acknowledged on December 9, 1997.

3. The Decedent's Last Will and Testament names Yvonne Dennis Joseph and Joe A. Joseph as Personal Representatives thereof. However, Yvonne Dennis Joseph renounced her right to serve as Personal Representative in accordance with ALA. CODE § 43-2-25. Pamela Joseph Moore is nominated to serve as co-Personal Representative if either Joe A. Joseph or Yvonne Dennis Joseph fails or ceases to serve. Therefore, Joe A. Joseph and Pamela Joseph Moore are the Petitioners.

4. The Decedent, at the time of his death, was married.

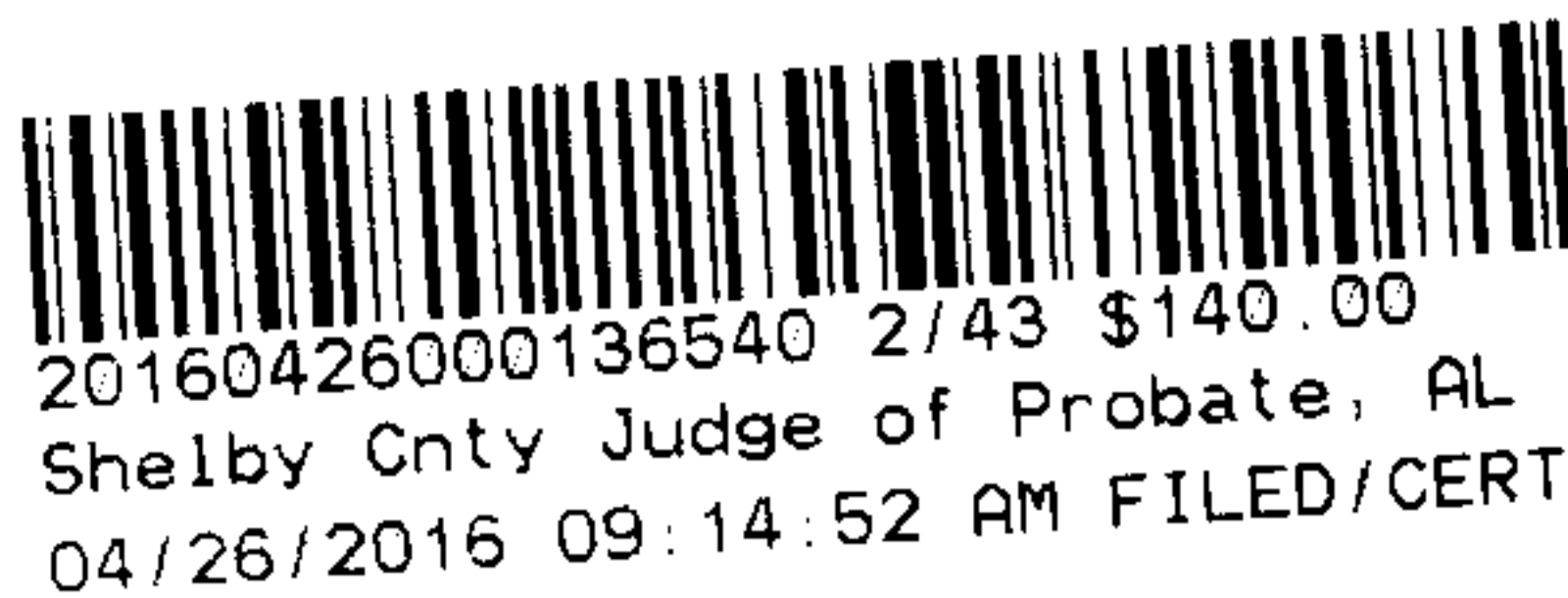
5. The following is a true, correct and complete list of the names, ages, conditions, relationships and addresses of the Decedent's next-of-kin, as determined by application of ALA. CODE § 43-8-42 (1975):

**Name, age, condition, relationship**

**Address**

W Yvonne Dennis Joseph, over age 18

3164 Starlake Drive



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Of Sound Mind, Wife

Birmingham, Alabama 35226

W Renee J. Kennedy, over age 18  
Of Sound Mind, Daughter

400 Bower Court  
Birmingham, Alabama 35244

W Marsha J. Smith, over age 18  
Of Sound Mind, Daughter

1607 East Forrest Street  
Athens, Alabama 35613

W Dennis M. Joseph, over age 18  
Of Sound Mind, Son

912 Tall Pines Lane  
Birmingham, Alabama 35244

P Pamela Joseph Moore, over age 18  
Of Sound Mind, Daughter

710 Belmont Road  
Homewood, Alabama 35209

P Joe A. Joseph, over age 18  
Of Sound Mind, Son

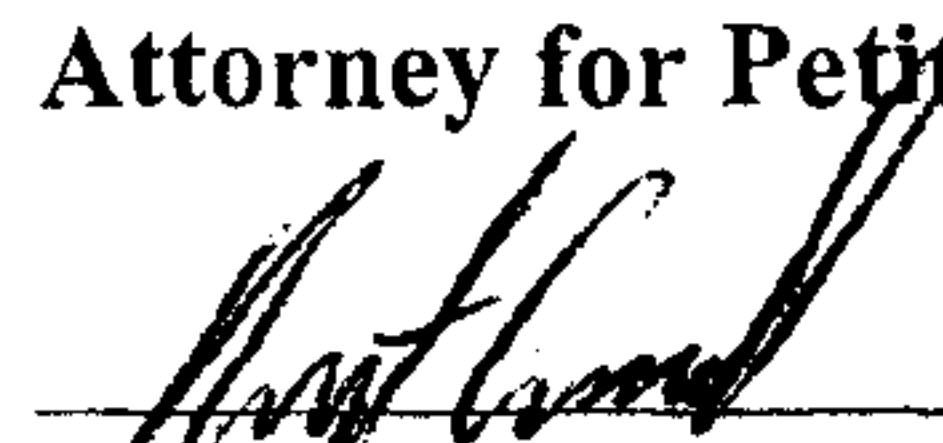
647 Rumson Road  
Homewood, Alabama 35209

W Lauren J. Smith, over age 18  
Of Sound Mind, Daughter


22280 Troon Drive  
Athens, Alabama 35613

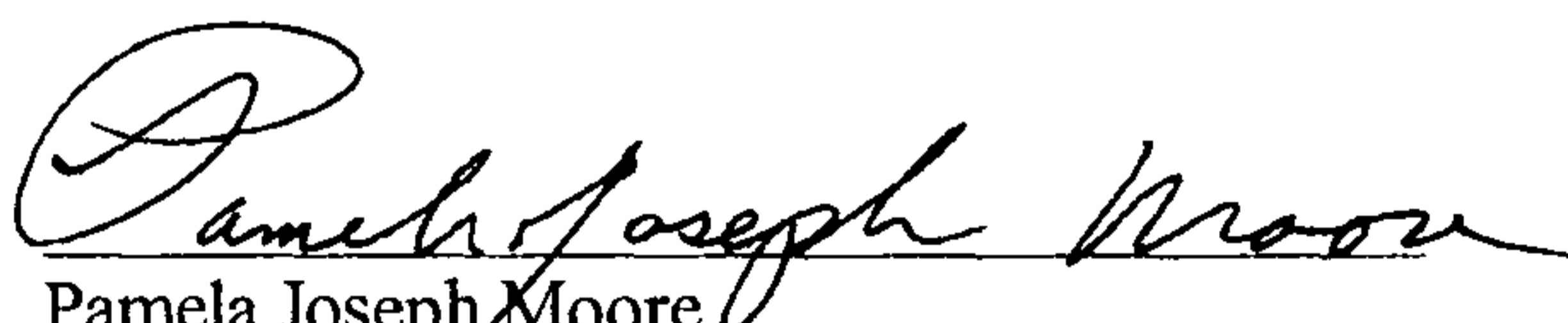
**WHEREFORE**, the Petitioners pray that this Court will take jurisdiction of this Petition, will cause all such notice or citations to issue to the said next-of-kin and attesting witnesses as may be proper in the premises; and will cause such proceedings to occur, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record of this Court of said Will as the Last Will and Testament of the Decedent. This Petition is deemed to be verified pursuant to ALA. CODE § 43-8-22 (1975).

**Attorney for Petitioners:**

  
Robert T. Gardner  
BAKER, DONELSON, BEARMAN  
CALDWELL & BERKOWITZ, P.C.  
420 20<sup>th</sup> Street North, Suite 1600  
Birmingham, Alabama 35203  
Telephone: (205) 250-8373

**Petitioners:**

  
Joe A. Joseph  
647 Rumson Road  
Homewood, AL 35209

  
Pamela Joseph Moore  
710 Belmont Road  
Homewood, AL 35209

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Shelby Cnty Judge of Probate: AL  
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## VERIFICATION

STATE OF ALABAMA    }  
                             :  
JEFFERSON COUNTY    }

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

Subscribed and sworn to before me this the 22nd day of April, 2008.

[SEAL]

Wanda Dianne Butts  
Notary Public  
My Commission Expires: 11-18-08

## VERIFICATION

STATE OF ALABAMA    }  
                             :  
JEFFERSON COUNTY    }

Before me, a notary public in and for said county in said state, personally appeared Pamela Joseph Moore, who being first duly sworn, makes oath that she has read the foregoing petition and knows 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.

Subscribed and sworn to before me this the 22nd day of April, 2008.

[SEAL]

Wanda Dianne Butts  
Notary Public  
My Commission Expires: 11-18-08



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Shelby Cnty Judge of Probate, AL  
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**BENCH NOTE**

Filed in the Probate Court of Jefferson, County, Alabama, on the \_\_\_\_\_ day of \_\_\_\_\_, 2008, and set for hearing the \_\_\_\_\_ day of \_\_\_\_\_, 2008, at \_\_\_\_\_ : \_\_\_\_\_ .M.

---

Judge of Probate

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FILED IN OFFICE THIS 30<sup>th</sup> DAY OF  
April, 20 08, PRAYER  
GRANTED AND PETITION ORDERED RECORDED  
Alan L. King  
JUDGE OF PROBATE

# PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH,  
Deceased. )

CASE NO. - 200456 - - -



20160426000136540 5/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

## WAIVER OF NOTICE ON PROBATE OF WILL

I, YVONNE DENNIS JOSEPH, a resident of Jefferson County, Alabama, being one of the next-of-kin of JOE J. JOSEPH, deceased, and being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the Last Will and Testament of said decedent dated December 9, 1997. I do hereby waive notice either by personal service or by publication, and I consent and request that said Will be admitted to probate without further notice of any kind to me, and that the personal representatives named in said Will, JOE A. JOSEPH and PAMELA JOSEPH MOORE, be appointed as provided therein. I acknowledge that by this Waiver of Notice I am not giving up my right to contest said Will or to make an objection to the handling of the administration of the estate of the deceased by the personal representatives thereof.

Dated this the 18<sup>th</sup> day of April, 2008.

Witness:

Signature:

Gayle B. Knight  
Signature of Witness

X Yvonne Dennis Joseph  
YVONNE DENNIS JOSEPH

GAYLE B. KNIGHT  
Printed Name of Witness

Filed in office this 30<sup>th</sup>  
day of April, 2008  
and ordered recorded.

Alan L. King  
JUDGE OF PROBATE

**PROBATE COURT OF JEFFERSON COUNTY, ALABAMA**

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH,  
Deceased. )

CASE NO. -200456 - - -

20160426000136540 6/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

**WAIVER OF NOTICE  
ON PROBATE OF WILL**

I, Renee J. Kennedy, a resident of Jefferson County, Alabama, being one of the next-of-kin of JOE J. JOSEPH, deceased, and being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the Last Will and Testament of said decedent dated December 9, 1997. I do hereby waive notice either by personal service or by publication, and I consent and request that said Will be admitted to probate without further notice of any kind to me, and that the personal representatives named in said Will, JOE A. JOSEPH and PAMELA JOSEPH MOORE, be appointed as provided therein. I acknowledge that by this Waiver of Notice I am not giving up my right to contest said Will or to make an objection to the handling of the administration of the estate of the deceased by the personal representatives thereof.

Dated this the 9<sup>th</sup> day of April, 2008.

Witness:

Signature:

Randall Kennedy  
Signature of Witness

Renee J. Kennedy  
Renee J. Kennedy

RANDALL KENNEDY  
Printed Name of Witness

Filed in office this 30<sup>th</sup>  
day of April, 2008  
and ordered recorded.  
Alan L. King  
JUDGE OF PROBATE

# PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH,  
Deceased. )

CASE NO. -200456 - - -

## WAIVER OF NOTICE ON PROBATE OF WILL



20160426000136540 7/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

I, Marsha J. Smith, a resident of Limestone County, Alabama, being one of the next-of-kin of JOE J. JOSEPH, deceased, and being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the Last Will and Testament of said decedent dated December 9, 1997. I do hereby waive notice either by personal service or by publication, and I consent and request that said Will be admitted to probate without further notice of any kind to me, and that the personal representatives named in said Will, JOE A. JOSEPH and PAMELA JOSEPH MOORE, be appointed as provided therein. I acknowledge that by this Waiver of Notice I am not giving up my right to contest said Will or to make an objection to the handling of the administration of the estate of the deceased by the personal representatives thereof.

Dated this the 10 day of April, 2008.

Witness:

Signature:

Billy G. Smith Jr.  
Signature of Witness

Marsha J. Smith  
Marsha J. Smith

Billy G. Smith Jr.  
Printed Name of Witness

Filed in office this 30<sup>th</sup>  
day of April, 2008  
and ordered recorded.  
Alan L. King  
JUDGE OF PROBATE

## PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF THE ESTATE )

OF )

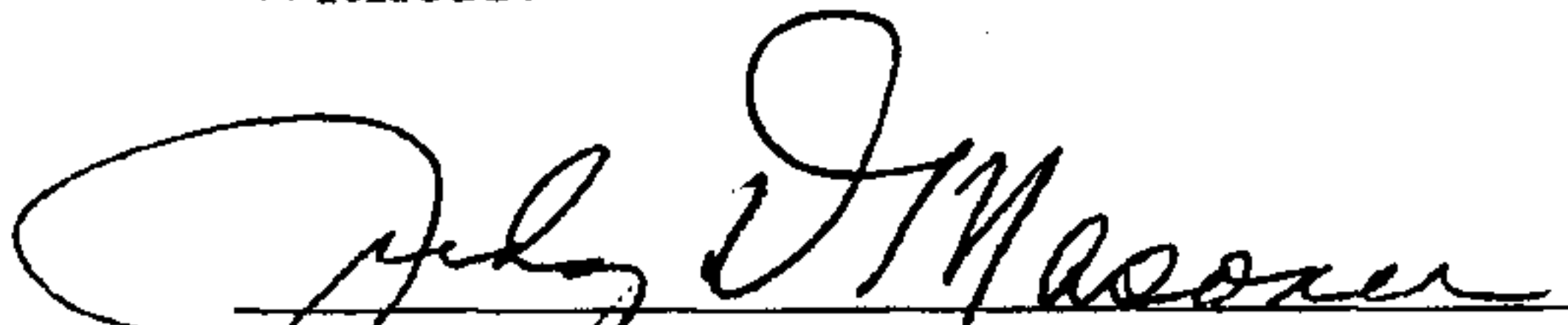
JOE J. JOSEPH,  
Deceased. )-200456 - - -  
CASE NO. \_\_\_\_\_20160426000136540 8/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERTWAIVER OF NOTICE  
ON PROBATE OF WILL*Shelby*


I, Dennis M. Joseph, a resident of Jefferson County, Alabama, being one of the next-of-kin of JOE J. JOSEPH, deceased, and being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the Last Will and Testament of said decedent dated December 9, 1997. I do hereby waive notice either by personal service or by publication, and I consent and request that said Will be admitted to probate without further notice of any kind to me, and that the personal representatives named in said Will, JOE A. JOSEPH and PAMELA JOSEPH MOORE, be appointed as provided therein. I acknowledge that by this Waiver of Notice I am not giving up my right to contest said Will or to make an objection to the handling of the administration of the estate of the deceased by the personal representatives thereof.

Dated this the 25<sup>th</sup> day of April, 2008.

Witness:

Signature:

  
 Signature of Witness

  
 Dennis M. Joseph

Judy D. MASONER  
 Printed Name of Witness

 Filed in office this 30<sup>th</sup>  
 day of April, 2008  
 and ordered recorded.  
Alan L. King  
 JUDGE OF PROBATE

# PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH,  
Deceased. )

CASE NO. -200456 - - -

20160426000136540 9/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

## WAIVER OF NOTICE ON PROBATE OF WILL

I, Lauren J. Smith, a resident of Limestone County, Alabama, being one of the next-of-kin of JOE J. JOSEPH, deceased, and being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the Last Will and Testament of said decedent dated December 9, 1997. I do hereby waive notice either by personal service or by publication, and I consent and request that said Will be admitted to probate without further notice of any kind to me, and that the personal representatives named in said Will, JOE A. JOSEPH and PAMELA JOSEPH MOORE, be appointed as provided therein. I acknowledge that by this Waiver of Notice I am not giving up my right to contest said Will or to make an objection to the handling of the administration of the estate of the deceased by the personal representatives thereof.

Dated this the 10<sup>th</sup> day of April, 2008.

Witness:

Signature:

Hal Smith  
Signature of Witness

Lauren J. Smith  
Lauren J. Smith

Hal Smith  
Printed Name of Witness

Filed in office this 30<sup>th</sup>  
day of April, 2008  
and ordered recorded.  
Alan L. King  
JUDGE OF PROBATE

EXHIBIT A

PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH,  
Deceased. )

CASE NO. -200456 - - -



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Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

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RENUNCIATION OF PERSONAL REPRESENTATIVE

TO THE JUDGE OF PROBATE, JEFFERSON COUNTY, ALABAMA:

I, YVONNE DENNIS JOSEPH, being nominated as a co-personal representative of the estate of the above decedent in his Last Will and Testament executed on December 9, 1997, do hereby renounce such appointment as provided in Ala. Code 43-2-25 for the reason that I am unwilling to serve.

X Yvonne Dennis Joseph  
YVONNE DENNIS JOSEPH

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that YVONNE DENNIS JOSEPH, whose name is signed to the foregoing Renunciation of Personal Representative, and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, she executed the same voluntarily.

Given under my hand and official seal this 18<sup>th</sup> day of April, 2008.

Guy B. Smith  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: June 24, 2009  
~~ECNDED FROM NOTARY PUBLIC UNDERWRITERS~~

Filed in office this 30<sup>th</sup>  
of April, 2008  
is ordered recorded.  
Alan L. King  
JUDGE OF PROBATE

IN THE MATTER OF:

THE ESTATE OF:

JOE J. JOSEPH  
DECEASED

)  
)  
)  
)  
)  
)

IN THE PROBATE COURT OF  
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 200456

ORDER ON FILING RENUNCIATION



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Shelby Cnty Judge of Probate, AL  
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Yvonne Dennis Joseph, who was nominated and appointed by Joe J. Joseph to be the executor under his Last Will and Testament, having duly renounced all right and claim to execute said Will and in writing filed the same in this Court, it is, therefore ORDERED by the Court that said renunciation be recorded, as required by law.

DONE this date, April 30, 2008.

Alan L. King  
Judge of Probate

# Last Will and Testament

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OF

JOE J. JOSEPH



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Shelby Cnty Judge of Probate, AL  
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I, JOE J. JOSEPH, being over the age of eighteen (18) years, do hereby make and publish this as my last will and testament, hereby revoking any and all former wills and codicils made by me.

## ITEM ONE

### Provisions for Payment of Preferred Charges

I direct my executor to pay all of my debts and the expenses of administration of my estate. All estate and inheritance taxes (including any and all interest charges and penalties, if any) payable by reason of my death in respect of all items included in the computation of such taxes, whether passing by this will or otherwise, shall be paid by my executor as if such taxes were my debts, without recovery of any part of such tax payments from anyone who receives any items included in such computations; provided, however, I reserve for my executor the right to reimbursement for federal estate and state estate taxes attributable to property in which I have a qualifying income interest for life, as defined in ITEM FIVE.

I also direct my executor to pay all unpaid pledges made by me for religious, charitable or educational purposes, whether or not the same shall constitute debts, and I empower my executor, in my executor's sole discretion, to determine what constitutes a pledge as that term is used herein.

## ITEM TWO

### Gift of Tangible Personal Property and Special Legacy

Section 1. Tangible Personal Property. I give and bequeath to my wife, YVONNE DENNIS JOSEPH ("my wife"), absolutely, if she shall survive me, all of my items of personal use, including, but not limited to, furniture, appliances, furnishings, pictures, silverware, china, glassware, books, jewelry, wearing apparel,

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boats, automobiles and other vehicles, and all policies and proceeds of fire, burglary, property damage, and other insurance on or in connection with the use of this property, but excluding cash on hand or on deposit, securities, choses in action, or other intangibles. If my wife shall not survive me, I give and bequeath all of my said property of personal use to my children who survive me, to be divided among them by my executor, in my executor's sole discretion, in as nearly equal portions as may be practicable, after consideration of the personal preferences of my surviving children; provided, however, that if any of my children be then deceased with descendants then living, said descendant or descendants shall take, per stirpes, the share his, her, or their deceased parent would have taken had he or she survived.

Section 2. Distribution and Safekeeping. In disposing of my tangible personal property, the executor shall be guided as follows:

(a) If any property bequeathed in this ITEM shall become distributable to a minor, then the guardian, custodian, or conservator of such minor child (i) shall represent the minor in any division of the property, (ii) may give a binding receipt for and hold the minor child's share for his or her benefit, (iii) may sell any part or all of the share, and (iv) shall deliver the share or sale proceeds to the minor before or when the minor reaches legal age, all as that person considers advisable.

(b) I give my executor full power and authority to determine which articles of property are described in this ITEM TWO and to sell such articles as are unwanted by the named beneficiaries and to add the proceeds to my residuary estate.

(c) All costs of safeguarding, insuring, packing, and storing my tangible personal property prior to its distribution, and the costs of delivering such property to the appropriate beneficiary, shall be deemed administrative expenses of my estate.

Section 3. Gifts to Children. I give and bequeath cash in the amount of Ten Thousand Dollars (\$10,000.00) to each child of mine who shall survive me. If any child of mine shall not survive me, his or her gift shall lapse.



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Shelby Cnty Judge of Probate, AL  
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### ITEM THREE

#### Disposition of Residuary Estate

##### Section 1. Division of Residuary Estate.

(a) Upon my death, if my wife shall survive me, I direct my executor to divide my residuary estate into a Marital Share and a Family Share, to transfer and deliver the Marital Share to my trustee to be disposed of in accordance with Section 2 of this ITEM of my will, and to distribute the Family Share in accordance with the provisions of Sections 4 and 5 of this ITEM of my will. I intend the Marital Share to qualify for the unlimited marital deduction provided in Sec. 2056 of the Internal Revenue Code of 1986 (the "Code"), as it may be amended from time to time.

(b) Upon my death, if my wife shall not survive me, I give, devise and bequeath my entire residuary estate to the trustee of the Family Share, to be administered in accordance with the terms and provisions of Section 5 of this ITEM.

(c) The Marital Share shall be that pecuniary amount which is equal to the value as finally determined for federal estate tax purposes of "qualified property," as defined in paragraph (d) of this Section, less the largest amount, if any, of my residuary estate which, if allocated to the Family Share (described in Section 4 of this ITEM), will, after making use of all the unified estate tax credit available to my estate under Sec. 2010 of the Code and the credit for state death taxes (but only if use of the state death tax credit does not require an increase in the state death taxes paid which are computed by reference to that state death tax credit), but no other credits, result in no increase in federal estate tax being paid by reason of my death.

(d) (1) "Qualified property", as used in paragraph (c) of this Section, is all property disposed of by this will and property, the proceeds, investments, or reinvestments of which are disposed of by this will, in either case which is included in my gross estate for federal estate tax purposes and which is not otherwise effectively disposed of by ITEM TWO and the payment of debts, administration expenses, and other charges described in ITEM ONE.

(2) Any provisions in my will to the contrary notwithstanding, I direct my executor, in the exercise of any



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discretion: (i) to select assets to be distributed in kind in satisfaction of the Marital Share and of the bequest comprising the Family Share; and (ii) to select and value any assets distributed in kind in such a manner that the assets distributed in satisfaction of the bequest comprising the Marital Share, including cash, shall have an aggregate fair market value at the dates of distribution amounting to no less than the amount of the bequest as finally determined for estate tax values.

(3) The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property allocated to the Marital Share and shall be diminished to the extent required by subparagraph (4) of this paragraph.

(4) Any provisions in my will to the contrary notwithstanding, my executor and trustee shall not exercise any power or discretion conferred upon them (including any power to allocate receipts and expenses to income or corpus, or to retain or acquire investments) in any manner which would disqualify my estate for the said marital deduction. My executor and trustee shall allocate to the Marital Share no property, nor the proceeds of any property, which would not qualify for the marital deduction allowable for federal estate tax purposes. All of the provisions of my will shall be so construed and given effect as to comply with all requirements now or hereafter imposed by or under applicable laws as conditions to the allowance of the maximum marital deduction that shall be allowable in the computation of the federal estate tax that shall be imposed with respect to property, or interests therein, passing at my death.

(5) Except to the extent other available assets are inadequate, property which represents the right to income in respect of a decedent under SEC. 691 of the Code shall not be allocated to the Marital Share.

Section 2. Disposition of Marital Share. If my wife shall survive me, I devise and bequeath the Marital Share to my trustee, IN TRUST, to be called the "Marital Trust," for the benefit of my wife, to be held and administered as follows:

(a) During the life of my wife, the trustee shall pay to her all of the net income of this trust quarterly or more frequently.



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(b) During the life of my wife, the trustee shall pay to her such part or parts of the principal of this trust as my trustee, in my trustee's sole discretion, determines to be necessary for her education, health, support, or maintenance in the standard of living to which she was accustomed at the time of my death.

(c) No person, including my wife, shall have a power to appoint any part of this trust to any person other than my wife.

(d) Upon the death of my wife, the trustee shall distribute the then remaining principal of this trust to such one or more of my then living lineal descendants in such manner, proportions, or estates as my wife shall appoint by her last will, making specific reference to this power of appointment; or, in default of the exercise by my wife of this power, the trustee shall distribute the remaining principal of this trust to the trustee of the Family Share, to be administered in accordance with the terms and provisions of Section 5 of this ITEM.

(e) Notwithstanding any other provision of this instrument, upon the death of my wife, all income of this trust which is accrued or undistributed at the death of my wife shall be paid to the executor of her will.

Upon the death of my wife, I authorize and direct the trustee of the Marital Trust to pay all estate taxes (and any penalties and interest thereon) as calculated under SEC. 2207A of the Code, which result from the inclusion of the value of the property comprising the trust portion of the Marital Share in the gross estate of my wife by reason of SEC. 2044 of the Code, upon request to pay said taxes received from the executor of the will of my wife.

Section 3. Election by Executor. I hereby authorize my executor, in my executor's sole discretion, to elect that none, any part, or all of the amount passing to the Marital Trust shall be treated as qualified terminable interest property for the purposes of qualifying for the marital deduction allowable in determining the federal estate tax and any state death tax on my estate, regardless of the fact that such taxes are thereby increased or that there is a change thereby in the proportions in which various persons share in my estate. The decision of my executor shall be binding and conclusive upon all persons interested in my estate, and my executor shall have no liability



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as a result of such decision. If my executor shall elect only a part of this Marital Trust as qualified terminable interest property, such part not so elected shall be severed from the Marital Trust and shall be administered separately, although under the same terms and conditions as stated in Section 2 of this ITEM; provided, however, if such a division is made, the division must be according to the fair market value of the assets of the trust at the time of the division. In making distributions of principal under the provisions of paragraph (b) of Section 2 of this ITEM, the trustee shall charge such distributions of principal first to the qualified terminable interest property trust.

Section 4. Family Share, Wife Surviving. Upon my death, if my wife shall survive me, I give and devise the Family Share to my trustee, IN TRUST, to be known as the "Family Trust," for the benefit of my wife and descendants, to be held and administered as follows:

(a) During the life of my wife, the trustee shall pay to her so much or all of the net income of this trust as my trustee, in my trustee's sole discretion, deems necessary to provide for my wife's education, health, support, and maintenance in the standard of living to which she was accustomed at my death.

(b) It should be understood that my wife is the primary beneficiary of this trust; if, however, the resources available to my wife are more than adequate, from time to time the trustee may pay to or apply for the benefit of any one or all of my descendants so much or all of the net income of the Family Trust not paid to my wife as my trustee, in my trustee's sole discretion, deems advisable to provide for the respective health, support, maintenance, and education of said beneficiaries. The trustee shall have the right, in the trustee's absolute discretion, to exclude any or all of the foregoing beneficiaries at any time and from time to time and to make unequal distributions among them. Any net income not so distributed during any calendar year shall be accumulated and added to the principal of the Family Trust.

(c) In the event the income payable hereunder and all other resources available to any beneficiary under this Section 4, including, in the case of my wife, the Marital Trust, shall be deemed at any time insufficient for the health, support, maintenance and education of such beneficiary, the trustee may

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pay to or for the benefit of any such beneficiary from the principal of the Family Trust such amounts as the trustee, in the trustee's sole discretion, shall deem necessary for such purposes.

(d) Upon the death of my wife, the trustee shall distribute the remaining principal and any accrued income of the Family Trust to such one or more of my then living lineal descendants in such manner, proportions, or estates as my wife shall appoint by her last will, making specific reference to this power of appointment; or in default of the exercise by my wife of this power, the trustee shall administer the then remaining principal of this trust and any amounts of undistributed income thereof for the uses and purposes, upon the terms and conditions, hereinafter stated in Section 5.

Section 5. Family Trust, Upon Death of Wife. Upon the death of the second to die of my wife and me, the trustee shall divide the property of the Family Trust which has not been effectively appointed by my wife under the power given in paragraph (d) of Section 4 of this ITEM and the property of the Marital Trust which has not been effectively appointed by my wife under the power given in paragraph (d) of Section 2 of this ITEM, or all of my residuary estate if my wife has not survived me, into so many equal shares that one share shall be set apart for each of my children, RENEE JOSEPH KENNEDY, MARSHA JOSEPH SMITH, DENNIS MICHAEL JOSEPH, PAMELA JOSEPH MOORE, JOE A. JOSEPH and LAUREN JOSEPH SMITH, who may be living at the time of the division, or all thereof shall be set apart as one share for the survivor of such children if but one of them is living; provided, if any child of mine is then deceased and leaves descendants then living, the share or all, as the case may be, of such property that would have been set apart for such deceased child shall be set apart for his or her then living descendants, in equal shares, per stirpes. The share of the Family Trust (or of my residuary estate) set apart for any then living child of mine shall be paid over and distributed to such child absolutely.

Section 6. Descendants' Shares. Each share set apart for a descendant of a deceased child shall thereupon be paid over and distributed to him or to her absolutely; but notwithstanding such direction, or any foregoing or following provisions of this ITEM, if any principal of my residuary estate or of any trust created under this will becomes distributable to a descendant of a child of mine who has not attained the age of twenty-one (21) years



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when such principal would so become distributable to him or to her, such principal shall vest in such descendant, but my trustee shall hold such principal separately, IN TRUST:

(a) Until the date of the twenty-first birthday of such descendant, to accumulate or to appoint to him or to her such amounts of the net income of this trust as my trustee, in my trustee's sole discretion, shall determine to be necessary for his or her education, health, support, or maintenance.

(b) Until the date of the twenty-first birthday of such descendant, to appoint to him or to her such part or parts of the principal of this trust as my trustee, in my trustee's sole discretion, shall determine to be necessary for his or her education, health, support, or maintenance.

(c) Upon the date of the twenty-first birthday of such descendant, to distribute to him or to her all of the then remaining principal and all amounts of accumulated or accrued income, if any, of this trust, absolutely.

(d) Upon the death of such descendant prior to the date of his or her twenty-first birthday, to distribute the then remaining principal and all amounts of accumulated and accrued income, if any, of this trust as such descendant shall appoint by his or her last will, or in default of or subject to such appointment, to the then living descendants of such descendant, or, in default of such then living descendants, to the then living brothers and sisters of such descendant, or in default of such living descendants or brothers and sisters of such descendant, to my then living descendants, all of such distributions to be per stirpes and absolute; provided that, if such a distribution in default of appointment by such descendant is to be made pursuant hereto to a then living descendant of mine, and there then exists a trust or trusts created hereunder for the benefit of such descendant of mine, then the said distribution shall be made to said trust or trusts to be administered pursuant to the terms thereof, provided the inclusion ratio, as defined in ITEM FIVE, is not affected thereby.

Section 7. Disposition of Disclaimed Portion. Any interest in the Marital Share or in the Family Share with respect to which my wife or any other beneficiary shall make a "qualified disclaimer" pursuant to the provisions of Sec. 2518 of the Code, shall be distributed as though such beneficiary had predeceased



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me; provided, however, any federal or state estate tax which is due by reason of my death and which is attributable to the inclusion of such disclaimed property in my taxable estate shall be charged against such disclaimed property.

Section 8. Ultimate Disposition. In the event that upon my death or upon the termination of the last trust to be subsisting under the terms hereof, there is no person then living to whom the principal of my residuary estate or of such trust is distributable hereunder, then the principal of my residuary estate or of such last subsisting trust, and all amounts of accumulated and accrued income, if any, shall be distributed absolutely by my executor or trustee to such persons who would have been entitled to share in my residuary estate under the laws of intestacy of the State of Alabama in effect on such date, in the same manner as if I had died intestate, a resident of Alabama, on such date or upon the date of the termination of such last subsisting trust, as the case may be.

#### ITEM FOUR

##### Provisions Applicable to Residuary Trusts

The provisions of this ITEM shall apply to each residuary trust and to each share thereof created in this will.

Section 1. Nomination and Appointment of Trustee. I nominate and appoint YVONNE DENNIS JOSEPH and JOE A. JOSEPH as the trustee of the residuary trusts created hereunder. In the event of the death, resignation, or failure to qualify or act in such capacity of either YVONNE DENNIS JOSEPH or JOE A. JOSEPH, I nominate and appoint PAMELA JOSEPH MOORE as alternate co-trustee, and if PAMELA JOSEPH MOORE shall be unable or unwilling to act as alternate co-trustee, I nominate and appoint DENNIS MICHAEL JOSEPH as alternate co-trustee. No trustee appointed hereunder shall be required to give bond in any jurisdiction.

Section 2. Direct Payments. Any part of the net income of or the principal of any share or interest in any trust (except for the Marital Share Trust) created in this will which shall become payable to any beneficiary hereof during such time as such beneficiary may be under a legal disability may, in the sole discretion of my trustee, be paid for the education, health, support, or maintenance of such beneficiary directly to the



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person or persons rendering the service or services in respect of which such payments are made, or, in the discretion of my trustee, such payments may be made directly to such beneficiary for any such purpose, all without the necessity of appointing a legal guardian or conservator for such beneficiary. The balance of the net income not so used for such beneficiary, and the income from such net income, shall be added to and thereafter deemed for all purposes hereof a part of the principal of the interest apportioned to such beneficiary. The trustee shall be fully protected with respect to any payments which may be made in the manner authorized in this section.

Section 3. Interests Not Liable for Debts. It is hereby expressly provided that no interest of any beneficiary hereunder, whether vested or presumptive and whether the interest of such beneficiary is to receive income or principal, shall be subject to assignment by such beneficiary or shall be liable in any way for such beneficiary's debts; and such interests shall be free from execution, attachment, claims for alimony, support, or property division in any divorce proceeding or suit instituted by the creditor of any beneficiary.

Section 4. Limitations for Final Vesting. In the event that, under any provisions of this will, absolute vesting of any interest in any share of any trust created in this will is deferred beyond the period allowed by law, then I declare that upon the happening of the latest event permitted by law after my death, or twenty-one years after the death of the survivor of the beneficiaries named in this will who were living on the date of my death, whichever of such events first occurs, the said interest shall vest absolutely in and forthwith shall be distributable to the person or persons then presumptively entitled thereto, whatever his, her, or their attained ages.

Section 5. Compensation/Reimbursement of Trustee and Release from Liability Under Environmental Law. The trustee shall be entitled to reimbursement for all necessary or proper expenses incurred in the administration and protection of the residuary trusts, or any part thereof, to be paid out of any funds in the trustee's hands. The trustee shall be entitled to reasonable compensation for services as trustee. No trustee shall be liable for any loss or depreciation in value sustained by any trust created hereunder as a result of the trustee's retaining any property upon which there are later discovered to be hazardous materials or substances requiring remedial action



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pursuant to any federal, state, or local environmental law, unless the trustee contributed to the loss or depreciation in value through willful default, willful misconduct, or gross negligence.

Section 6. Discharge of Trustee. If at any time the trustee shall determine that the value of any trust created hereunder is so small as to be uneconomical to administer, the trustee may (but need not) distribute the trust to the beneficiary thereof if such beneficiary is not then under a legal disability. As and when a final distribution is made in accordance with the provisions of this will of the principal of any share of any trust created in this will or any interest therein, the trust shall terminate with respect to the share or interest therein so distributed and the trustee for such share or interest shall stand discharged to the extent of such distribution.

Section 7. Resignation, Incapacity, and Removal.

(a) With respect to each trust provided for in this instrument, any trustee of such trust may resign at any time by written notice to another then acting co-trustee of such trust (if there is one) or to the then beneficiary or one of the then beneficiaries of such trust, setting forth the effective time and date of such resignation, delivered at least sixty days before such effective time.

(b) If any individual trustee is determined to be incapacitated, he or she shall automatically cease to be a trustee as though he or she had resigned as of the time and date of the court order, certificate, disappearance, or detention that is the basis of such determination.

(c) Any one of a class composed of my spouse and my lineal descendants who have attained the age of twenty-five (25) years shall have the power at any time to remove any corporate trustee, provided there is set forth in the notice of removal the reason(s) for such removal (which must be proper reasons, but need not be such as would justify judicial removal), such as:

(1) The person exercising the power of removal believes that the expense of administering the trust can be reduced thereby.



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(2) A personality conflict or difference of opinion as to the investment philosophy to be followed by such trust has arisen with such trustee (or the trust officer assigned).

(3) Such trustee's reports are not responsive to the needs of the individual trustee or of the beneficiaries.

(4) The trust would be more conveniently administered in another location.

Section 8. Appointment of Successor Trustees.

(a) In the event of any vacancy at any time occurring in the office of the trustee with respect to any trust, regardless of how caused, such vacancy shall be promptly filled, subject to the conditions described in the following provisions of this Section.

(b) The selection and appointment of each successor trustee shall be made by:

(1) One of the members of the class described in paragraph (c) of Section 7; provided, however, any such person who has exercised the removal power described in that paragraph shall be ineligible to appoint the successor to such removed trustee unless another member of the class joins in the appointment.

(2) The current income beneficiaries who are sui juris, unanimously, but only if there be more than one beneficiary who is sui juris.

(3) A court of competent jurisdiction.

(c) Notwithstanding the foregoing, any such successor must be either:

(1) A bank or trust company which has a combined capital and surplus in excess of \$150,000,000 (no substantial portion of which is directly or indirectly owned by any beneficiary hereunder) or

(2) An individual who is experienced in business, finance, or investments or who is an attorney experienced in the trust or tax fields.



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(d) All provisions of this will applicable to any trustee herein named shall likewise be applicable to any successor trustee, regardless of how such successor trustee may be appointed.

Section 9. Restrictions on Fiduciary Actions. It is intended that all trustees hereunder shall act as fiduciaries and not as the holders of powers for their own benefit. Accordingly, and in order to eliminate the negative tax implications which might otherwise be drawn from various broadly worded provisions of this instrument, the following specific restrictions shall apply to all fiduciaries acting hereunder:

(a) No fiduciary who is under a legal obligation to support and/or educate any beneficiary shall under any circumstances partake in any decisions relating to any discretionary distributions which might be used for the support and/or education of such beneficiary.

(b) Any power which any one trustee may have to remove another trustee is likewise to be exercised only in furtherance of trust purposes and not as a means of improperly influencing the manner in which discretions granted exclusively to that other trustee are to be exercised.

Section 10. Powers of Trustee. In the management and control of the residuary trusts, the trustee may do and have done with respect to the residuary trusts, and every share thereof, all things which, in the sole judgment and discretion of the trustee, may seem necessary, desirable or proper to protect, promote, or conserve the interest thereof and of the beneficiaries hereunder in like manner as if the trustee were entitled to said property beneficially. Notwithstanding any other provision of this instrument, upon a written direction from my wife, the trustee of the Marital Trust which shall have been elected as qualified terminable interest property shall make productive any unproductive property held by the trustee or shall convert the same into productive property within a reasonable time after receipt of such request; including, in the case of proceeds of any retirement plan that is accumulating earnings within the plan, the withdrawal of those proceeds from the plan.

The powers and discretions vested in the trustee in the preceding paragraph may be exercised at any time before actual distribution, as deemed advisable, after as well as before final



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vesting of any estate or interest therein. Without in anywise limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers hereby vested in the trustee, I direct that the trustee shall have and, without notice to anyone or order of any court, may exercise with respect to all trusts, and each share thereof, each and all of the following powers, among others, to be broadly construed:

(a) From time to time, to invest any and all funds coming into the hands of the trustee hereunder on any account whatsoever and forming a part of the trusts in such property, investments, or securities (including shares or participations in mortgages or other investments) as the trustee deems advisable, whether or not the same are or may be such as are authorized or deemed proper for investment under the constitution or laws of the State of Alabama or of any other state or of the United States or under the rules of any court having jurisdiction, whatever the location thereof; to hold and retain without liability for loss or depreciation any property or securities transferred to the trustee or to which the trustee becomes entitled, including any partnership interest (whether general, limited or special), shares of regulated investment companies or trusts (whether open-end or closed-end, including such regulated investment companies and trusts as are advised by the corporate trustee), stock or interest in any family corporation, partnership or enterprise, or any stock or obligation of the corporate trustee (and any successor thereto) or any of its affiliates, without regard to any statutory or constitutional limitations applicable to the investment of funds and though the retention might violate principles of investment diversification, so long as the trustee shall consider the retention for the best interests of the trust; to convert real into personal property and personal into real property; to improve or cause or permit real property to be improved and to abandon, either to a beneficiary or to others, any property or rights which the trustee deems to be without substantial value or to involve hazard.

(b) To lease, rent, grant easements over, subdivide, sell, exchange, or otherwise dispose of, at private or public sale, and to make contracts of any character whatsoever, whether in aid of or dissimilar to the foregoing, with respect to all or any part of the trusts or property therein which may be held by the said trusts; to assign, transfer and convey any or all of the trusts, or any property or interest therein which may be held by the said trusts; to assign, transfer and convey any or all of the trusts,



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or any property or interest therein, at such times, for such term (even though the same may extend beyond the termination of the trusts herein created), for such consideration and upon such conditions as the trustee may deem proper, and, in any case, without liability on the part of the lessee, purchaser, assignee, or transferee to see to the proper application of the purchase price or other consideration; and to exercise such powers under any power or authority or in the performance of any duty conferred or imposed on the trustee hereunder.

(c) To manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, association, or public or private entity at any time subject to the trusts, to concur in any plan, scheme, or arrangement for the consolidation, merger, conversion, recapitalization, reorganization, or dissolution, or the lease or disposition of the properties of any such corporation, trust, association, or public or private entity, or the refunding of the obligations of any thereof, and, generally, to participate in and become a party to any such plan, scheme, or arrangement, and to agree so to do by deposit with a protective or other committee or trustee or otherwise, whether or not any such plan, scheme, or arrangements may have been proposed or promulgated, and to accept any securities of any denomination or description of any corporation, trust, association, or public or private entity which may be a party to or result from any such plan, scheme, or arrangement, and, generally, to represent the trusts at any and all meetings of the holders of any of the aforesaid securities, either personally or by proxy, with or without power of substitution, and at any such meeting to vote upon any matter submitted thereto, ordinary or extraordinary, including the designation of any officer of the corporate trustee as a director or other manager of any such corporation, trust, association, or public or private entity. To exchange, and to agree or consent to the exchange by others, without participating in such exchange, of any securities of any corporation for other securities of the same corporation of a different class entitled to or subject to preferential, subordinate, or limited rights.

(d) To collect all debts and enforce all obligations at any time belonging to the trusts and to extend the time for the payment of the same in such manner, by such processes, and upon such terms as the trustee may deem proper; to make any arrangements with tenants, including the reduction or other change in rentals; to compromise or submit to arbitration any



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matter in dispute, including any liability of, or charge against, the trusts or any beneficiary thereof, for taxes of any kind whatsoever, and to purchase and join with others in purchasing any property which may be subject to a lien in favor of the trusts.

(e) To hold bonds, notes, and other securities in bearer form and to omit to register them; to hold stocks, bonds, notes, or securities, or property in names other than those of the trustee with a power of attorney for their transfer, or in the name of the trustee, without any indication that the securities or property are held in trust or disclosure of the fiduciary capacity of the trustee.

(f) To collect and keep account of all income from the trusts as distinguished from the principal, and to regard as principal the funds originally constituting the trusts, and the funds and property which may be subsequently transferred to the trustee hereunder, all investments and reinvestments thereof, and all property received in substitution or exchange therefor, or upon the sale or other disposition thereof, whether any such funds or property were or were not productive of income, and all dividends or other distributions received in partial or complete reorganization, recapitalization, reconstruction, or liquidation of any corporation, trust, or association, and, likewise, all dividends or other distributions payable in the stock or other securities of any corporation, trust, or association paying the same, except such periodical or other dividends and distributions so payable as may, in the opinion of the trustee, be received or paid in lieu of cash dividends; to set up and vary such reserves for depletion, depreciation, obsolescence, amortization, repairs, indebtedness, or liabilities as the trustee may deem advisable to provide for any such contingencies; and, generally, to determine what receipts otherwise constitute income and principal, respectively, and what losses and expenses constitute charges to income and principal, respectively, and in what periods account thereof should be taken, without regard to the laws of Alabama relating to the same and to what shares or interests in the trusts the same shall be allocated, all as may seem fair and reasonable in the circumstances; and to apply income to the payment of debts or taxes owing by, or chargeable against the trusts, or secured by lien on any of its property, if deemed advisable by the trustee, but with a preservation of a charge on principal for the beneficiary of such income.



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(g) Upon the death of any beneficiary hereunder who is at the time of his or her death entitled to any income from the trusts, to pay the reasonable funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus of the share, or presumptive share, of the trusts for any such beneficiary then remaining in trust.

(h) To acknowledge indebtedness, to give bond with a surety or sureties for, and to secure and to extend time for the payment of, any taxes or other obligations of the trusts, or of any beneficiary thereof, which may constitute an obligation of the trusts or a lien upon any property subject to the trusts, and to agree upon the amount of such obligations, with or without compromise.

(i) To renew or extend any indebtedness of the trusts existing at any time; to borrow any money from any lender, privately and without order of court, which the trustee may deem advisable for the protection or proper administration of the trusts or for the exercise of powers hereunder; to mortgage, pledge, or otherwise hypothecate any of the trusts for the purposes of securing any loan, advances by the trustee or other obligations; from time to time to advance money to the trusts from the private funds of the trustee, or from the funds of any other trust administered by the trustee for any purpose or purposes authorized by the trust, and to apply any funds of the trusts to reimbursement for any monies so advanced and interest thereon.

(j) To pay and to reimburse the trustee for all expenses or expenditures deemed by the trustee to be reasonably necessary or desirable to be incurred or made in the administration or for the benefit of the trusts, including interest, taxes, insurance premiums in respect of insurance on any property or activity of the trustee, and compensation to the trustee and to such attorneys or agents as the trustee may consider necessary or desirable to employ in such administration.

(k) In making any apportionment or distribution of principal or income of the trusts, or any share or shares thereof, whether partial or final, under the provisions herein set forth or for any other purpose, to determine whenever necessary the total value of the trusts and of any share or shares thereof, and to select the item or items of property to be paid over and distributed to the party or parties from time to



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time respectively entitled thereto, all without securing from any court any valuation or determination of valuation or direction as to specific items of property to be paid over or distributed.

(l) To appropriate to the trusts, or any shares thereof, or designate for division into shares, or to retain without division into shares, or without designation to indicate any such division or appropriation, all or any property to which from time to time the trustee may be entitled as trustee of the trusts and of any other trust, and so that, unless otherwise indicated, the property from time to time held by the trustee shall be deemed proportionately allocable to each share herein provided for of the trusts.

(m) To fix and change fiscal periods according to which records may be kept, amounts of income and deductions determined, and returns of income prepared and filed, and to determine what adjustments should be made on account of such changes.

(n) From time to time and prior to distribution, but for such term as may be permitted by law, to assign and transfer, or to join with others in assigning or transferring, to one or more voting trustees, who may be or include any officer of the corporate trustee, all or any of the shares of stock comprising a part of the trusts in any corporation in which the relative voting power of the trusts is, in the opinion of the trustee, substantial and which may be then or thereafter distributable; to select the voting trustee or trustees, and to declare and consent to the trusts, the terms, and the other conditions and provisions for, upon, and subject to which any such shares of stock shall be held.

(o) To divide any trust created hereunder, at any time, into two separate trusts in order that the inclusion ratio, as defined in ITEM FIVE, for each such trust shall be zero or one.

(p) To (i) conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; (ii) take all appropriate remedial action to contain, clean up or remove any environmental hazard including a spill, release, discharge or contamination, either on its own accord or in response to an actual or threatened violation of any environmental law or regulation thereunder; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any



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local, state, or federal agency concerned with environmental compliance, or by a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions. Any expenses incurred by the trustee under this subparagraph may be charged against income or principal as the trustee shall determine; except that in no event shall such power be exercised in any manner that would deprive my spouse of the income of the Marital Trust to which my spouse is entitled under state law.

(q) To receive any property, real or personal, to be added to the trust from my spouse (and if the trustee consents in writing, from any other person) by lifetime or testamentary transfer or otherwise; provided, however, that the trustee may require, as a prerequisite to accepting property, that the donating party provide evidence satisfactory to the trustee that (i) the property is not contaminated by any hazardous or toxic materials or substances; and (ii) the property is not being used and has never been used for any activities directly or indirectly involving the generation, use, treatment, storage, disposal, release, or discharge of any hazardous or toxic materials or substances.

#### ITEM FIVE

##### Construction of the Will

Section 1. Definition of Terms. By "residuary estate," I mean all the rest and remainder, after the distributions and disbursements described in ITEMS ONE and TWO, of all property of any and all kinds whatsoever and wheresoever situated of which I may die seized, or in which I have any interest at the time of my death, or to which my executor may become entitled after my death.

By "child" and "children," I mean a descendant or descendants of mine of the first generation.

By "descendant," I mean any lineal descendant of mine, including any adopted person, provided such person is adopted before attaining sixteen (16) years of age.



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By the "Code," I mean the Internal Revenue Code of 1986, as it may be amended from time to time.

By "qualifying income interest for life," I mean property from the estate of my spouse for which an election has been made under the provisions of SEC. 2056(b)(7) of the Code.

By "inclusion ratio," I mean that term as it is defined in SEC. 2642(a)(1) of the Code.

Section 2. Designation of Fiduciaries. Except as otherwise specifically provided in this will, whenever the words "executor," "trustee," "guardian," and "conservator" appear in this will, such terms will be deemed to designate all parties, whether one or more, from time to time qualified and acting in such capacity under this will.

Section 3. Intent with Respect to Marital Gifts. The bequests and devises to my wife under the terms of this will are in lieu of and in bar of all of her rights interests, and claims of every nature in my estate and property, including, without limitation, any homestead allowance, family allowance, personal property exemption, or any other statutory right in my estate, including, without limitation, the right of a surviving spouse to take an elective share. It is my intent that the bequests and devises hereunder shall fully satisfy all of the foregoing rights. I may also provide for certain property to pass to my wife at the time of my death by reason of designation of my wife as beneficiary. It is my desire that any such property passing to my wife shall also be in satisfaction of all of the foregoing rights but shall not reduce the Marital Share described in ITEM THREE hereof.

Section 4. Presumption of Survival. If there is no sufficient evidence as to whether my wife survived me, all of the provisions of this will shall be given effect as if my wife had survived me and died immediately after my death.

#### ITEM SIX

##### Provisions Respecting the Executor

I nominate and appoint YVONNE DENNIS JOSEPH and JOE A. JOSEPH as executors of this my last will and testament. If



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either shall predecease me or for any reason shall fail or cease to serve, I nominate and appoint PAMELA JOSEPH MOORE as alternate co-executor. In the event PAMELA JOSEPH MOORE is not able or willing to serve as co-executor, I nominate and appoint DENNIS MICHAEL JOSEPH as alternate co-executor.

During the period that my executor administers my estate, and prior to the delivery of the assets of the estate to the trustee or beneficiary entitled thereto, I confer on my said executor all the rights, powers, and duties, and grant thereto all the exemptions and privileges herein imposed upon and invested in the trustee in ITEM FOUR, in addition to the following specific powers:

(a) In the event it becomes necessary to have an administration of my estate or any trust created hereunder in any state other than Alabama, to nominate and appoint any person or entity as ancillary administrator and compensate such administrator for his or its services.

(b) In the discretion of my executor, to claim expenses either as income tax deductions or as estate tax deductions when such an election is permitted by law, and to make such adjustments of tax between income and principal and between my estate and the beneficiaries thereof as my executor deems appropriate, all without liability of my executor as a result of such adjustments.

(c) In making any apportionment or distribution of my residuary estate to the residuary trusts, or to any share or shares thereof, whether partial or final, under the provisions herein set forth or for any other purpose, to determine the total value of and to select the assets so to be apportioned or distributed, all without securing from any court any valuation or determination of valuation or direction as to specific items of property so to be apportioned or distributed, and to apportion and distribute to the residuary trusts or to any share or shares thereof any properties to which from time to time my executor may be entitled as the representative of my estate, and to make non-prorata distributions of said assets to the residuary trusts.

(d) To allocate, without court approval, any federal exemption from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of the said tax, whether or not such property is



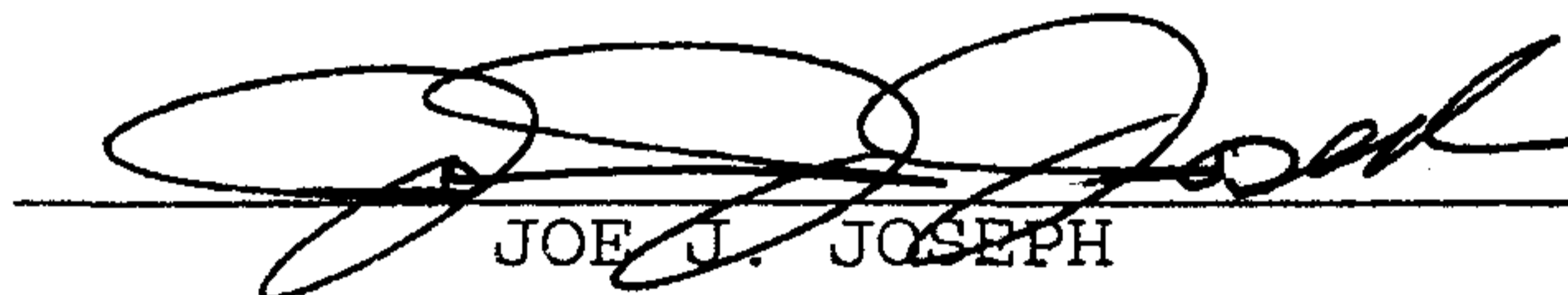
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included in my probate estate, and to exclude any such property from such allocation.

I direct that no executor acting hereunder shall be required to give bond for the faithful performance of his, her or its duties, and, so far as I am able, I hereby relieve my said executor from the necessity of making any report to, or filing inventories in any court as executor of this will. The executor shall be entitled to reasonable compensation for services as executor.

IN WITNESS WHEREOF, I, JOE J. JOSEPH, the testator, sign my name to this instrument this 9th day of December, 1997, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

 (L.S.)  
JOE J. JOSEPH

We, the undersigned, witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his last will, and that he signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the testator's signing, and that to the best of our knowledge the testator is eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

  
WITNESS

  
WITNESS

JR 2690 PG 181

STATE OF ALABAMA)

JEFFERSON COUNTY)



20160426000136540 34/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

Subscribed, sworn to, and acknowledged before me by JOE J. JOSEPH, the testator, and subscribed and sworn to before me by Lawrence J. McDuff and Jolee Hancock Bollinger, witnesses, this the 9<sup>th</sup> day of December, 1997.

*Lynne Bailey Gault*  
NOTARY PUBLIC  
My Commission Expires: 1/27/99

FILED IN OFFICE THIS THE  
30<sup>th</sup> DAY OF April, 20 08  
FOR PROBATE AND RECORD.  
*Alan L. King*  
JUDGE OF PROBATE

JR 2690 PG 182



20160426000136540 35/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

-200456 - - -

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**CERTIFICATE TO THE PROBATE OF WILL**

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**The State of Alabama**  
**JEFFERSON COUNTY**

I, Alan L. King, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument \_\_\_\_\_ of writing ha s this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament \_\_\_\_\_ of JOE J. JOSEPH Deceased and that said Will \_\_\_\_\_

together with the proof thereof have been recorded in my office in Judicial Record, Volume JR2690, Page 159-181.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date APRIL 30, 2008.

*Alan L. King*

PROBATE - 98

\_\_\_\_\_, Judge of Probate.

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JR 2690 PG 183

IN THE MATTER OF:

THE ESTATE OF:

JOE J. JOSEPH

DECEASED



20160426000136540 36/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

IN THE PROBATE COURT OF  
FFERSON COUNTY, ALABAMA

CASE NUMBER 200456

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Joe A. Joseph and Pamela Joseph Moore 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 J. Joseph, deceased, said will bearing date, December 9, 1997, and attested by Jolee Hancode Bollinger, Lawrence J. McDuff, and Lynn Baxley Ault; and praying that the same be probated as provided by law; that the petitioners are the children of said deceased, and are named in said Will as co-executors thereof; and that the next of kin of said deceased are as follows, to-wit: Renee J. Kennedy, daughter, Birmingham, Alabama, Marsha J. Smith, daughter, Athens, Alabama, Dennis M. Joseph, son, Birmingham, Alabama, Pamela Joseph Moore, daughter, Homewood, Alabama, Joe A. Joseph, son, Homewood, Alabama, and Lauren J. Smith, daughter, Athens, 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 petitioners, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the

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Shelby Cnty Judge of Probate, AL  
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court is satisfied and is of the opinion that said instrument is the genuine Last Will and Testament of said deceased, and that 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 J. Joseph, 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 petitioners pay the costs of this proceeding.

**DONE** this date, April 30, 2008.

Alan L. King  
Judge of Probate



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Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

JR 2690 PG 185

**PROBATE COURT OF JEFFERSON COUNTY, ALABAMA**

IN THE MATTER OF THE ESTATE )

OF )

JOE J. JOSEPH, )

Deceased. )

CASE NO. -200456 - - -

**PETITION FOR LETTERS TESTAMENTARY**  
**WITHOUT BOND**

Come the Petitioners, Joe A. Joseph and Pamela Joseph Moore, and show this Court the following facts:

1. In the Last Will and Testament of Joe J. Joseph, deceased (the "Decedent"), which Will has been or shall be duly probated and admitted to record in this Court, the Petitioners are named as Personal Representatives thereof.

2. Petitioners, Joe A. Joseph and Pamela Joseph Moore, are inhabitants of the State of Alabama, above the age of nineteen (19) years, and are not disqualified under the law from serving as such Personal Representatives. The Decedent's Last Will and Testament names the Petitioner, Joe A. Joseph, and Yvonne Dennis Joseph as Personal Representatives thereof. However, Yvonne Dennis Joseph renounced her right to serve as a Personal Representative in accordance with ALA. CODE § 43-2-25 by the Renunciation which is attached hereto as *Exhibit A* and incorporated herein by reference. Pamela Joseph Moore is nominated to serve as co-Personal Representative if either Joe A. Joseph or Yvonne Dennis Joseph fails or ceases to serve. Therefore, Joe A. Joseph and Pamela Joseph Moore are the Petitioners because Yvonne Dennis Joseph renounced her nomination. Under the terms of the Decedent's Will, his Personal Representatives are exempted from giving bond as such Personal Representatives.

3. The Decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be over \$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 the Decedent, the Petitioners pray that the Probate Judge of this Court will grant Letters Testamentary to the Petitioners without entering into bond, as is provided by the terms of said Will and authorized by Ala. Code § 43-2-851. This Petition is deemed to be verified pursuant to ALA. CODE § 43-8-22 (1975).



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Shelby Cnty Judge of Probate, AL  
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**Attorney for Petitioners:**

Robert T. Gardner  
BAKER, DONELSON, BEARMAN  
CALDWELL & BERKOWITZ, P.C.  
420 20<sup>th</sup> Street North, Suite 1600  
Birmingham, Alabama 35203  
Telephone: (205) 250-8373

**Petitioners:**

Joe A. Joseph  
647 Rumson Road  
Homewood, Alabama 35209

Pamela Joseph Moore  
710 Belmont Road  
Homewood, Alabama 35209

**VERIFICATION**

STATE OF ALABAMA    }  
                                 :  
JEFFERSON COUNTY    }

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

Subscribed and sworn to before me this the 22nd day of April, 2008.

[SEAL]

Notary Public

My Commission Expires: 11-18-08



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Shelby Cnty Judge of Probate, AL  
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## VERIFICATION

STATE OF ALABAMA }  
:  
JEFFERSON COUNTY }

Before me, a notary public in and for said county in said state, personally appeared Pamela Joseph Moore, who being first duly sworn, makes oath that she has read the foregoing petition and knows 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.

Subscribed and sworn to before me this the 22nd day of April, 2008.

[SEAL]

Wanda Dianne Suttles  
Notary Public  
My Commission Expires: 11-18-08

FILED IN OFFICE THIS 30<sup>th</sup> DAY OF  
April, 2008, PRAYER  
GRANTED AND PETITION ORDERED RECORDED  
Alan L. King  
JUDGE OF PROBATE

JR 2690 PG 188

IN THE MATTER OF:

THE ESTATE OF:

JOE J. JOSEPH  
DECEASED

)  
)  
)  
)

IN THE PROBATE COURT OF  
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 200456



20160426000136540 41/43 \$140.00  
Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

**ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND**

Now on this day comes Joe A. Joseph and Pamela Joseph Moore and file in this Court their petition in writing, under oath, praying that Letters Testamentary upon the Will of Joe J. Joseph, deceased, be issued to them.

It is therefore **ORDERED** and **DECREED** by the Court that Letters Testamentary upon said will be granted to Joe A. Joseph and Pamela Joseph Moore, and that said letters issue without bond or security being required, in accordance with the terms of said will. It is further **ORDERED** that the petition in this behalf be recorded.

DONE this date, April 30, 2008.

Alan L. King  
Judge of Probate

LETTERS TESTAMENTARY

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Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

PROBATE - 60

JR 2690 PG 189

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF  
JEFFERSON COUNTY, ALABAMA

JOE J. JOSEPH

Deceased

CASE NO. -200456 - - -

**LETTERS TESTAMENTARY**

TO ALL WHOM IT MAY CONCERN:

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to

**JOE A. JOSEPH AND PAMELA JOSEPH MOORE**

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, APRIL 30, 2008.

(SEAL)

*Alan L. King*  
\_\_\_\_\_  
Judge of Probate

I, Wanda L. McDaniel, Chief Clerk of the Court of Probate 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, \_\_\_\_\_.

\_\_\_\_\_  
Chief Clerk

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**CERTIFICATE TO COPIES**

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Shelby Cnty Judge of Probate, AL  
04/26/2016 09:14:52 AM FILED/CERT

STATE OF ALABAMA  
JEFFERSON COUNTY

PROBATE COURT  
CASE NO. 00-200456

I, Alan L. King, Judge of Probate Court, in and for said County in said State hereby certify that the foregoing contains a full, true and correct copy of the PETITION FOR PROBATE OF WILL, WAIVER OF NOTICE, RENUNCIATION OF PERSONAL REPRESENTATIVE, ORDER ON FILING RENUNCIATION, LAST WILL AND TESTAMENT, CERTIFICATE TO THE PROBATE OF WILL, ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT, PETITION FOR LETTERS TESTAMENTARY WITHOUT BOND, ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND, LETTERS TESTAMENTARY in the matter of the estate of JOE J. JOSEPH, DECEASED as the same appears on file and of record, in this office.

Given under my hand and seal of said Court this date,  
April 11, 2016.

*Alan L. King*

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Judge of Probate

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