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Shelby Cnty Judge of Probate, AL
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IN THE MATTER OF THE ESTATE OF) IN THE PROBATE COURT
BRUCE BRIDGES, JR., *aka*) OF JEFFERSON COUNTY, ALABAMA
Robert Bruce Bridges, Jr.)
DECEASED.) CASE NO. **201 6 227 342**

PETITION FOR PROBATE OF WILL
(Self-Proved Will)

Comes the petitioner, TIMOTHY A. BRIDGES, and shows this Court the following facts:

1. BRUCE BRIDGES, JR. (the "decedent") died testate at Birmingham, Alabama, on or about the 25th day of December, 2015, 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 dated October 15, 2013, naming the petitioner as personal representative thereof, which was duly signed by the decedent when over eighteen (18) years of age, and was attested by the following witnesses:

Name	Present Address
JULIE TERRELL	2311 Highland Avenue, South Birmingham, Alabama 35205
TANYA K. SHUNNARA	2311 Highland Avenue, South Birmingham, Alabama 35205

3. The decedent's last will and testament, as identified in paragraph 2 hereof, was self-proved in a manner substantially in accordance with the requirements of Ala. Code §43-8-132. The name and present address of the officer authorized to administer oaths before whom said will was acknowledged are as follows:

LINDA KAY STILL
2311 Highland Avenue, South
Birmingham, Alabama 35205

4. The following is a true, correct and complete list of the names, ages, conditions, relationships and addresses of the decedent's surviving spouse and next-of-kin (as determined by application of Ala. Code §43-8-42):

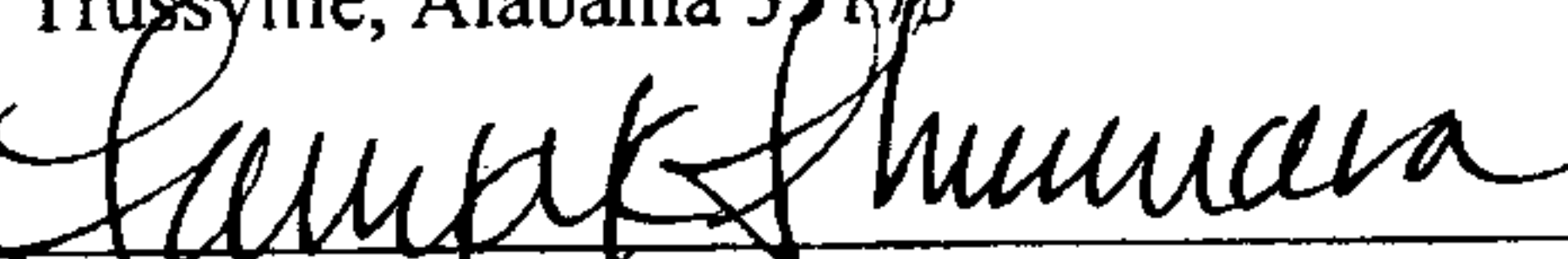
Name, age, condition, relationship	Address
<i>Timothy Bridges, Ret, Brother</i> BRIANA RAE BRIDGES, over 19, competent, daughter	7000 Pannell Road Trussville, Alabama 35173
<i>Gift Cite</i> CHANCEY LEIGH BRIDGES, a minor, age 18, competent, daughter	5652 Ridgeview Drive Trussville, Alabama 35173

The decedent had no surviving spouse.

WHEREFORE, the petitioner prays that this Court will take jurisdiction of this petition, appoint a guardian *ad litem* for the minor, CHANCEY LEIGH BRIDGES, according to her appointment of guardian *ad litem* submitted herewith, will cause all such notice or citations to issue to the said next-of-kin, attesting witnesses, and oath-administering officer, 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 in 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.


TIMOTHY A. BRIDGES

6972 Pannell Road
Trussville, Alabama 35178

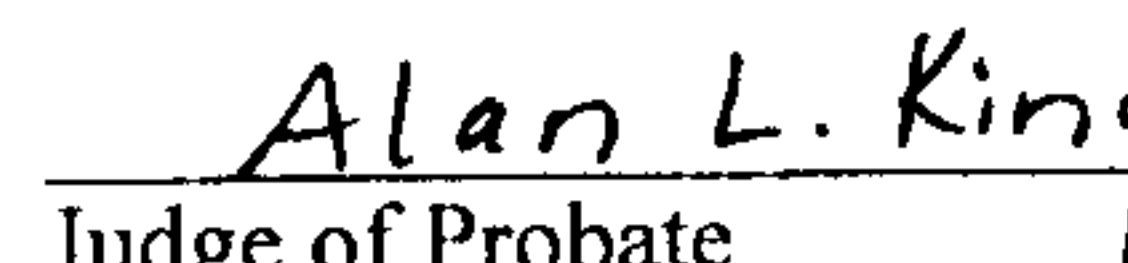

JOSEPH S. BLUESTEIN

TANYA K. SHUNNARA
Attorneys for Petitioner

OF COUNSEL:
SIROTE & PERMUTT, P.C.
2311 Highland Avenue, South
Birmingham, AL 35205
Tel.: (205) 930-5323
Fax: (205) 930-5101

BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, this the 8th day of January, 2016; set for hearing 1-26-16 @ 2:00


Judge of Probate

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BENCH NOTE

Filed in the office of the Judge of Probate of Jefferson County, Alabama, prayer granted
and petition ordered recorded this 8th day of January, 2016.

Judge of Probate

BENCH NOTE

Filed in the office of Judge of Probate of Jefferson County, Alabama this ____ day of
_____, 20____ and set for hearing the ____ day of
_____, 20____.

JUDGE OF PROBATE



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LAST WILL AND TESTAMENT

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OF

BRUCE BRIDGES, JR.

I, BRUCE BRIDGES, JR., a citizen of the United States of America, a resident of the County of Jefferson, State of Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I

INTRODUCTION

I am presently unmarried. As of the date of this Will, I have two daughters, whose names are Briana Rae Bridges and Chancey Leigh Bridges. For the purposes of this Will, references to my "daughters" shall mean the daughters named herein. As used in my Will, the terms "descendants" and "lineal descendants" are intended to include my daughters and any persons born to or adopted by my daughters or by any descendant of mine. Notwithstanding anything to the contrary herein, any person who is adopted on or after age twenty-one (21) years, and the lineal descendants of such adopted persons, are intended to be excluded from any reference herein to my descendants and lineal descendants.

ITEM II

PAYMENT OF DEBTS/PROBATE OF WILL

My Personal Representative shall first pay out of my estate all of my debts and expenses of administration, including the expenses of my last illness and funeral, as soon as possible after my death. I further direct that my Personal Representative may probate my Last Will and Testament either in the county of my residence at the time of my death or in any county in the State of Alabama in which I may own property at the time of my death.

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ITEM III

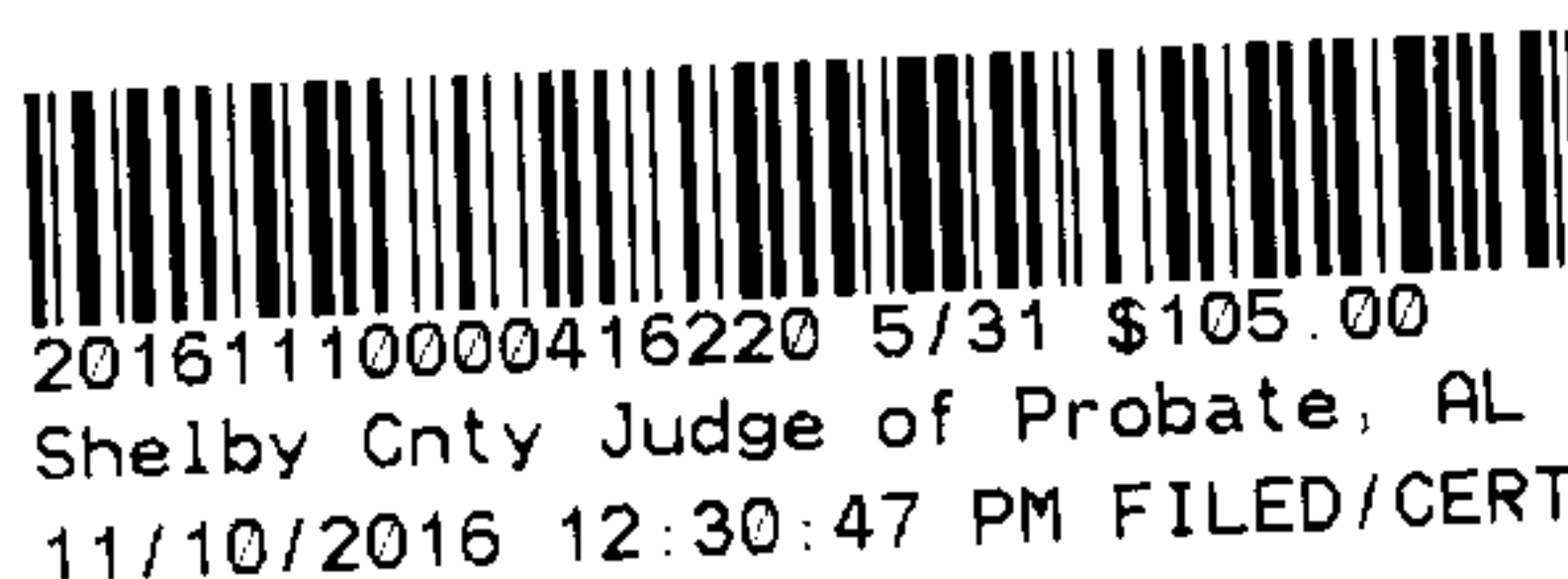
DISPOSITION OF PERSONAL EFFECTS

(a) I give and devise all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, any equity ownership interest in any club or organization of which I am a member, any vehicle that I may own, and all other objects of my personal use, and any cemetery plots, to my daughters, Briana Rae Bridges and Chancey Leigh Bridges, in shares of substantially equal value. If either of my daughters should predecease me, then I give and devise said daughter's share of said property to her lineal descendants who survive me, if any, per stirpes, and if none, to my other daughter, or to her lineal descendants who survive me, if any, per stirpes, if she should predecease me. In the event that my said daughters should both predecease me, leaving no lineal descendant of mine surviving me, then this devise shall lapse, and the aforesaid property shall become a part of the residue of my estate. I hereby vest in my said Personal Representative, hereinafter named, full power and authority to determine what objects of property are included in the foregoing description contained in this Item of my Will, and to make such division of said objects of property among my descendants as, in the opinion of my Personal Representative, may be desirable, having due regard for the personal preferences of my descendants.

(b) In the event any of my said beneficiaries shall be under the age of twenty-one (21) years on the occasion of my death, I direct that my Personal Representative shall transfer, assign and deliver over to my Trustee, hereinafter named, such beneficiary's share of the objects of property described herein. I authorize my Trustee, in its sole discretion, either to pay over his or her share of said objects of property to said beneficiary, or to hold his or her share of said objects of property in trust for him or her until he or she shall attain the age of twenty-one (21) years, at which time his or her share of said objects of property shall be paid over to him or her, free from any trust. In the event my Trustee, in its absolute discretion, feels it to be impractical to hold any of said objects of property in trust for a beneficiary who is under the age of twenty-one (21) years, I authorize my Trustee to sell such objects of

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property as it may deem desirable, transferring and paying over any proceeds which may be realized as a result of such sale to the trust herein created for the benefit of such beneficiary.

ITEM IV

DISPOSITION OF RESIDUE

I give and devise unto my Trustee, as hereinafter named, for the uses and purposes, upon the terms and conditions, and with the powers and duties hereinafter set forth, all of the residue of my estate, including the residue of the property, whether real or personal, of every kind and wherever located, belonging to me at my death, or payable to my estate from any source, and remaining after payment of all debts of my estate and provisions for any devises hereinabove set forth, which said assets comprise the residue of my estate, all of which such property is herein referred to as my "trust estate."

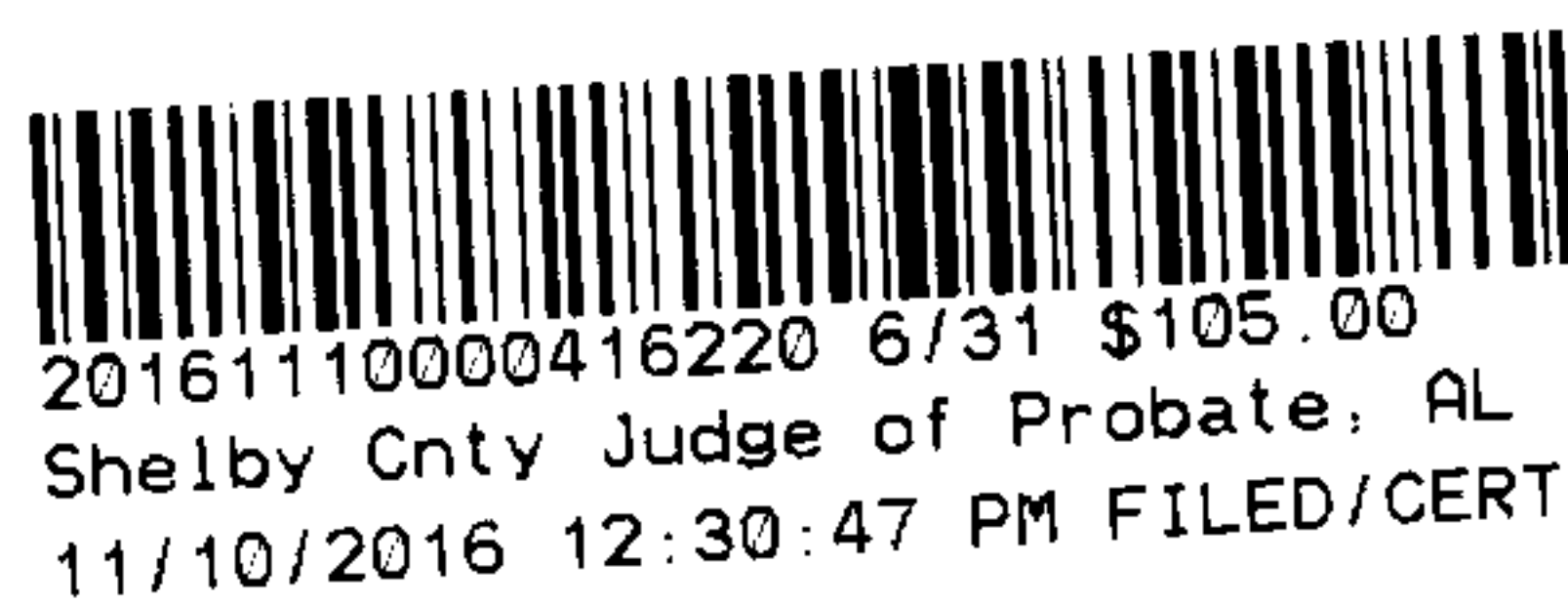
ITEM V

TRUST ESTATE

(a) The Trustee shall hold and manage the property devised to it hereunder and such other property as it may subsequently acquire pursuant to the power and authority herein given to it (all of which, for convenience, will hereinafter be referred to as "trust estate"), with full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the possible termination of the trust, or for a less period, improve, encumber, borrow on the security of, or otherwise dispose of, all or any portion of said trust estate, in such manner and upon such terms and conditions as said Trustee may approve, and with full power to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds, shares of investment companies or investment securities of management-type investment companies such as mutual funds, registered mutual funds (including funds for which the Trustee, or an affiliate of the Trustee, provides investment advisory, custodial or other compensated services), interests in limited liability companies, partnership interests of any kind, currencies, or other

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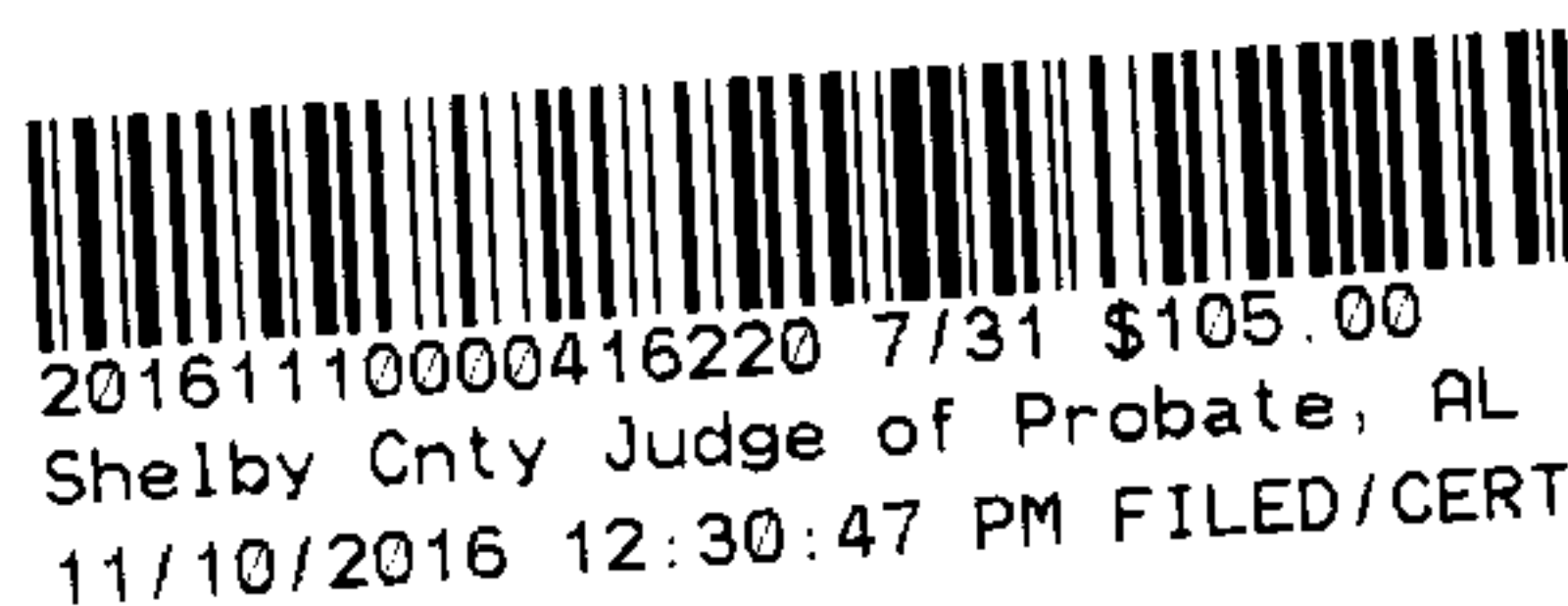
property, including partial interests therein, such as life estate, term or remainder interests, real or personal, as to the said Trustee may seem suitable, and to change investments and to make new investments from time to time as the said Trustee may deem necessary or desirable. The Trustee may delegate all or any part of the above powers to such investment counselors, consultants or managers as it deems appropriate. The Trustee may continue to hold any property or securities originally received by it as a part of said trust estate, particularly including any stock or interest in any family corporation, partnership or interest, so long as it shall consider the retention thereof for the best interests of said trust estate, regardless of whether such property or securities are a so-called "legal" investment of trust funds. In the disposition of any property constituting a part of said trust estate, the Trustee may acquire other property not a so-called "legal" investment of trust funds where such course is, in its opinion, for the best interest of said trust estate. The Trustee shall have power to determine whether any money or property coming into its hands shall be treated as a part of the principal of the trust estate or a part of the income therefrom, and to apportion between such principal and income, any loss or expenditure in connection with said trust estate as it may deem just and equitable. The Trustee shall have the power to make adjustments between principal and income, pursuant to the authority and requirements in Section 19-3A-104 of the Code of Alabama 1975.

(b) Upon my death (hereinafter referred to as the "apportionment date"), the Trustee shall apportion said trust estate into equal shares for my daughters, Briana Rae Bridges and Chancey Leigh Bridges, whether then living or deceased. Each share apportioned for a daughter of mine, or the lineal descendants of a deceased daughter under provisions set forth hereinafter, shall be a separate and distinct trust. I authorize my Trustee, if it so desires, for the sake of convenience, to refrain from making a physical separation of the assets of these trusts into separate equal trusts, if such treatment will facilitate the administration of the trusts. I also authorize my Trustee to mingle and commingle investments, but I wish it specifically understood that I am creating independent trusts for all purposes.

(c) The Trustee shall hold the share of each such daughter entitled to share in said trust estate in trust for her as hereinafter provided:

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(1) Prior to the date that such daughter shall attain the age of twenty-one (21) years, the Trustee shall use and apply, for her support, education, and comfort, such part of the net income from her share of said trust estate and of the principal thereof as the Trustee deems necessary or desirable for said purposes. Any income not so applied shall be accumulated and added to the principal of her share of said trust estate at the end of each fiscal year of the trust.

(2) From and after the time when such daughter attains the age of twenty-one (21) years, and during the continuance of the trust as to her share of said trust estate, the Trustee shall transfer and pay over to her the entire net income from her said share, but in no event less frequently than annually, and also such additional sum or sums out of principal thereof as the Trustee may from time to time deem necessary for her education and maintenance in health and reasonable comfort.

(3) At any time after such daughter has attained the following ages, she shall have the right to withdraw part or all of the indicated portion of such share by written request to the Trustee:

Age	Percentage
35	33⅓%
40	50% of the balance [exclusive of any amount distributable upon attaining age 35]
45	100%

The right of withdrawal herein granted to such daughter hereunder is to be exercisable solely by such daughter and not by any custodian, guardian, conservator, agent, attorney in fact, or other person purporting to act for such daughter. The Trustee shall distribute to or for the benefit of such daughter the portion or portions so requested in an amount determined by using the market value of such daughter's share at the time the Trustee receives the request for withdrawal.

(d) If the Trustee shall be of the opinion that a daughter of mine, at any time after she shall attain the age of twenty-one (21) years, is capable of wisely managing and investing her share of said trust estate, or any part thereof, then I hereby direct that the Trustee, after conferring with such

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daughter as to the manner in which she proposes to invest or expend said property and satisfying itself as to the soundness and propriety of her plan, shall transfer and pay over to such daughter at such time, free from trust, such part of her share of said trust estate as the Trustee deems her capable of wisely managing and investing.

(e) If the Trustee shall be of the opinion that a daughter of mine is not capable of wisely managing her share of the income or principal of said trust estate, or any part thereof, at the time fixed for its distribution or at the time such daughter requests a withdrawal under this instrument, then the Trustee shall continue to hold such part of her share therein as she is deemed incapable of wisely managing, in trust for her, until the Trustee shall deem it wise to transfer and pay over such share or part thereof to her, free from trust, at which time transfer and payment shall be made to her.

(f) If either of my said daughters shall die on or prior to the apportionment date or prior to the distribution to her of all of her share of said trust estate, leaving any descendants of her then living, then at the apportionment date, or at the death of such daughter, whichever occurs later, the Trustee shall transfer and pay over to the descendants then living of such deceased daughter, per stirpes, the share of said trust estate apportioned for such deceased daughter. If any descendant of such deceased daughter shall not at said time have attained the age of twenty-five (25) years, then, though the share of such descendant in said trust estate shall be deemed then to have vested in him or her, and shall be payable to his or her estate in the event of his or her death prior to attaining the age of twenty-five (25) years, the Trustee shall continue to hold said property in trust for him or her until he or she shall attain the age of twenty-five (25) years, using and applying for his or her support, education and comfort, such part of the net income or principal from his or her share of said trust as the Trustee deems necessary or desirable for said purpose. Any income not so paid or applied shall be accumulated and added to the principal of his or her share of said trust estate at the end of each fiscal year of the trust.

(g) If either of my said daughters shall die on or prior to the apportionment date or prior to the distribution to her of all of her share in said trust estate, leaving no descendants of her then living, then at the apportionment date, or at the death of such daughter, whichever occurs later, the

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Trustee shall transfer and pay over the share of said trust estate apportioned for such deceased daughter to my other said daughter, or if she is not then living, to her then living lineal descendants, per stirpes; provided, that if my other daughter or any lineal descendant of my other daughter shall then have other property held in trust for him or her under this Item, then his or her share in the share of such deceased daughter shall be administered and disposed of like such other property so held in trust for him or her.

(h) If either of my said daughters shall die on or prior to the apportionment date or prior to the distribution to her of all of her share of said trust estate, leaving no descendants of her, or of me, then living, or in the event that at the apportionment date, there shall be no lineal descendant of mine then living, then at the apportionment date, or at the death of such daughter, whichever occurs later, the Trustee shall transfer and pay over the share of said trust estate apportioned for such deceased daughter, or all of said trust estate, as the case may be, to such person or persons as would be entitled to inherit the property constituting said share, and in the proportions in which they would be entitled to inherit the same, from me under the laws of Alabama then in force had I died at said time a resident of Alabama intestate and owned said property.

ITEM VI

INSTRUCTIONS REGARDING STOCK TRANSFER AGREEMENT

I have entered into a stock transfer agreement dated June 15, 2000, as may be amended, with Roebuck Lumber Company (the "Company") and my brother, Timothy Bridges, who is the other Shareholder in the Company besides me. Such agreement provides that upon my death, the Company shall purchase from my Estate all of the shares I own at my death upon the terms and conditions provided for in said agreement. The Company owns a life insurance policy in the face amount of Five Hundred Thousand Dollars (\$500,000.00) on my life for the purpose of effectuating such transfer with my Estate.

I intend for the Trust Estate under this Will to be the ultimate beneficiary of the proceeds from the above-referenced sale, which will be funded by the life insurance policy on my life in the face

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amount of Five Hundred Thousand Dollars (\$500,000.00). I expect and intend for the provisions herein to satisfy any obligations I may have to carry life insurance on my life pursuant to that certain Final Judgment of Divorce Decree dated March 3, 2005.

ITEM VII

SUBSTANCE ABUSE

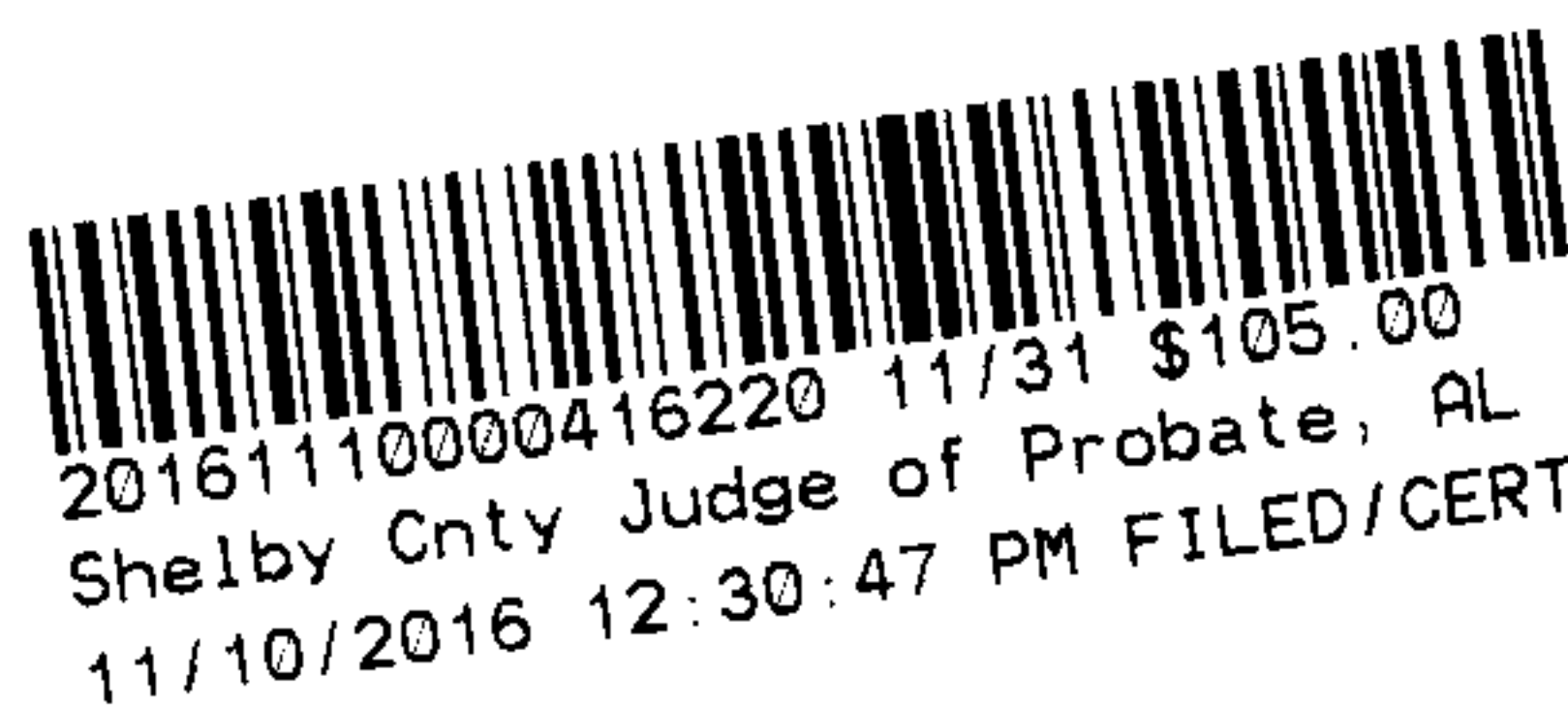
If the Trustee reasonably believes that a beneficiary of any trust created under this Will (i) routinely or frequently uses or consumes any illegal drug or other illegal chemical substance so as to be physically or psychologically dependent upon that drug or substance, either physically or emotionally, or (ii) is clinically dependent upon the use or consumption of alcohol or any other legal drug or chemical substance that is not prescribed by a board certified medical doctor or psychiatrist in a current program of treatment supervised by such doctor or psychiatrist, and if the Trustee reasonably believes that as a result of such use or consumption the beneficiary is incapable of caring for himself or herself or is likely to dissipate his or her financial resources, all distributions of income or principal (including distributions upon termination of the trust) to a beneficiary will be suspended. In that event, the following provisions will apply:

(a) The Trustee shall request the beneficiary to submit to one or more examinations (including, without limit, laboratory tests of hair, tissue, or bodily fluids) determined to be appropriate by a board certified medical doctor or psychiatrist and to consent to full disclosure by the examining doctor or facility to the Trustee of the results of all such examinations. The Trustee shall maintain strict confidentiality of those results and shall not disclose those results to any person other than the beneficiary without the prior written permission of the beneficiary. The Trustee may totally or partially suspend all distributions otherwise required or permitted to be made to that beneficiary until the beneficiary consents to the examination and disclosure to the Trustee without the prior written permission of the beneficiary.

(b) If, in the opinion of the examining doctor or psychiatrist, the examination indicates current or recent use of a drug or substance as described above, the beneficiary shall consult

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with the examining doctor or psychiatrist to determine an appropriate method of treatment for the beneficiary (for example, counseling or treatment on an in-patient basis in a rehabilitation facility) that is acceptable to the Trustee. If the beneficiary consents to the treatment, the Trustee shall pay the costs of treatment directly to the provider of those services from the income or principal otherwise authorized or required to be distributed to that beneficiary.

(c) While distributions are suspended, the trust is to be administered as a fully discretionary trust to provide for the beneficiary's health, education, support and maintenance.

(d) The Trustee may resume making distributions when, in the case of use or consumption of an illegal substance, examinations indicate no such use and, in all cases, when the Trustee, in its discretion, has determined that the beneficiary is fully capable of caring for himself or herself and is no longer likely to dissipate his or her financial resources.

(e) When distributions to the beneficiary are resumed, the remaining balance, if any, of the distributions that were suspended may be distributed to the beneficiary at that time. If the beneficiary dies before distribution of those suspended amounts, the Trustee shall distribute the remaining balance of those suspended amounts to the persons who would be the alternate beneficiaries of that beneficiary's share as otherwise provided in this Will.

(f) No Trustee (nor any doctor or psychiatrist retained by the Trustee) will be responsible or liable to anyone for a beneficiary's actions or welfare. The Trustee will have no duty to inquire whether a beneficiary uses drugs or other substances as described in this Item. The Trustee (and any doctor or psychiatrist retained by the Trustee) is to be indemnified from the trust estate and held harmless from any liability of any nature in exercising its judgment and authority under this Item, including any failure to request a beneficiary to submit to medical examination, and including a decision to distribute suspended amounts to a beneficiary.

(g) Despite the provisions of this Item, the Trustee cannot suspend any mandatory distributions to or for the benefit of a beneficiary that are required in order for that trust to qualify for any

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federal transfer tax exemption, deduction or exclusion allowable with respect to that trust, or that are required to qualify the trust as a qualified subchapter S trust.

ITEM VIII

MISCELLANEOUS PROVISIONS

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

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

(c) Anything in this Will to the contrary notwithstanding, no trust created hereunder shall fail to vest in a trust beneficiary any later than the day preceding the date required by the rule against perpetuities applicable to this Will, if any; and upon the expiration of such period, each trust then in existence which has not yet vested in a trust beneficiary shall then vest, in equal shares, in the current income beneficiaries of such trust, and each income beneficiary's share of the assets thereof shall be distributed to such beneficiary at the termination of the trust or to the estate of such income beneficiary if he or she dies before the termination of the trust.

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

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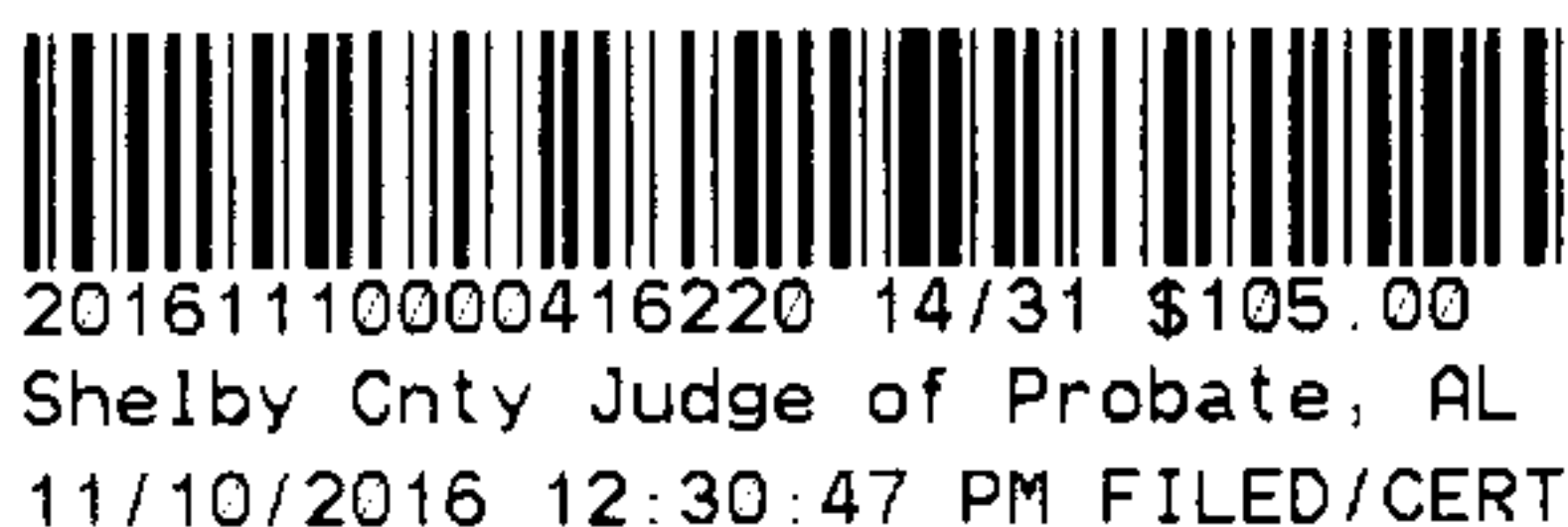
(e) I specifically authorize and empower my Personal Representative regardless of whether or not it affects the interest of any beneficiary under this Will, or the amount of property directed to such beneficiary now or hereafter, to exercise any election granted by the Internal Revenue Code in effect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

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

(g) It is my desire to permit a settlement of my estate and any trust created or receiving a distribution hereunder by consent which shall be effective with respect to each beneficiary hereof (notwithstanding the Personal Representative and Trustee may be the same or that a beneficiary who is incompetent or incapacitated may be entitled to receive property hereunder), by taking advantage of the provisions allowing settlement by consent without notice pursuant to Section 43-2-506 of the Code of Alabama, as amended. Accordingly, I do hereby authorize the (i) parent, guardian, conservator, custodian, or Agent acting under a valid Power of Attorney, of any unborn or incapacitated or incompetent beneficiary, (ii) Trustee of any trust created or receiving a distribution under my Will, or (iii) Personal Representative or beneficiaries/heirs of any deceased beneficiary, to act as a virtual representative for any beneficiary with full power to consent to or contest on behalf of such beneficiary any and all matters with respect to the administration and settlement of my estate and any trust herein

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created; and all actions taken by such virtual representative shall completely bind such beneficiary and his or her successors and assigns.

(h) Any provisions herein for the benefit of my beneficiaries are expressly in lieu of any right to homestead allowance, exempt property and the family allowance; and any acceptance of such statutory or constitutional benefits shall be charged against any benefits hereunder.

(i) It is my direction and intention that my Last Will and Testament be interpreted and administered by my Personal Representative and Trustee in accordance with the Internal Revenue Code. My Personal Representative and Trustee shall have the sole and absolute discretion to exercise any rights of election suitable under or in respect to any tax law, and shall not be liable to any beneficiary herein for any action taken or not taken, election made or not made, or resulting federal income tax consequences thereof or from the apportionment or distribution in kind or otherwise of any asset of my estate, where such Personal Representative or Trustee has exercised good faith and ordinary diligence in the performance of its duties.

(j) None of my beneficiaries hereunder shall have any right or power, either directly or indirectly, voluntarily or involuntarily, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of any income or principal which may be payable to him or her, until same shall have been actually paid to him or her by the Trustee. It is my intention that the trusts created hereunder shall be spendthrift trusts, as contemplated by Section 19-3B-502 of the Code of Alabama as amended, and neither the income, nor the principal or corpus of said trust estate, nor any part thereof, or interest therein, shall 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 beneficiary, before or after my death. It is my intention that the spendthrift provisions contained in this paragraph shall constitute a material purpose of all trusts created hereunder. Nevertheless, no modification to the terms of the trust, whether by court order, agreement, Trustee action or otherwise, will be deemed to have violated this material purpose, so long as, following such modification, the trust property continues to be subject to this spendthrift provision.

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(k) Where I have herein directed that funds shall be used and applied by the Trustee for the benefit of, or paid to, any beneficiary under the age of twenty-one (21) years, or any otherwise incompetent or incapacitated beneficiary, the Trustee may in its discretion pay over such sums (i) to the persons having custody of such beneficiary, if any, or (ii) to such other person as it may select, including the beneficiary, or custodian for such beneficiary under the Uniform Transfers to Minors Act of any jurisdiction, to be used and applied solely for the benefit of the beneficiary, and the receipt of such persons shall be full discharge to the Trustee as to any sums so paid.

(l) I specifically authorize and empower my Personal Representative to execute and file an income tax return for the year in which my death occurs and for any years prior thereto. I also authorize and empower my Personal Representative to execute and file a gift tax return, if any gift tax return is required of me for the year in which my death occurs or for any year prior thereto. I also specifically authorize and empower my Personal Representative to pay any portion or all of any resulting income taxes and gift taxes. I grant full discretion to my Personal Representative to acquiesce in, compromise, or litigate any demand made against my estate for federal or state income or estate taxes. My Personal Representative shall incur no personal liability for any action taken by it in good faith in accordance with any of the foregoing authorizations.

(m) No individual Trustee shall have the right to vote on or in any manner participate in a decision to make a discretionary distribution or allotment of the income or corpus of any trust fund (i) to or for his or her benefit, unless such distribution is pursuant to an ascertainable standard as defined in the Treasury Regulations promulgated under I.R.C. Sections 2041 and 2514, or (ii) in lieu of or to discharge any personal legal obligation of support such Trustee may have to any individual.

(n) In the event that there shall be in existence a trust or trusts, whether created by will or by inter vivos agreement, the provisions of which are substantially similar to those of the trusts created under this, my Last Will and Testament, the Trustee may, in its discretion, merge and consolidate the trust or trusts created hereunder with such other trust or trusts. In determining whether the provisions

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of such other trust or trusts are substantially the same as those of the trust or trusts created hereunder, the discretion of the Trustee shall be conclusive and shall not be subject to judicial review.

(o) Any individual acting or named to act in a fiduciary capacity hereunder or required to be competent in order to act hereunder shall be deemed to be incompetent to act when a licensed physician or neuropsychologist whom such individual has consulted within the prior three years has certified as to such consultation and also as to the present lack of the physical or mental capacity of such individual to manage his or her financial affairs.

(p) If, at any time during the continuation of a trust created hereunder, the assets of such trust shall be less than One Hundred Thousand Dollars (\$100,000.00) and the Trustee, in its discretion, determines the assets of such trust are insufficient to warrant the expenses of administration of such trust, then, in such event, the Trustee may transfer and pay over the assets in said trust estate to the income beneficiary of such trust estate. Under no circumstances shall any income beneficiary who is serving as Trustee hereunder make such decision with regard to any trust of which he or she is an income beneficiary.

(q) The Trustee shall have the power to pay the funeral and/or burial or cremation expenses of any income beneficiary of a trust created hereunder.

(r) Anywhere in my Will that I direct that property which is held in one trust shall be transferred to, merged with, or otherwise combined with property in a second trust, I direct that my Trustee who is named to be fiduciary of the second trust shall be authorized (but not required) to retain the property in separate trusts in order to minimize the generation-skipping transfer tax that may be imposed on transfers from either or both trusts or for any other reasonable purpose. In such event, all other terms of each separate trust shall be identical in all respects except as set forth hereafter.

(s) Whether under this Item a single trust is divided into separate trusts, or trusts are retained as separate trusts, permissible distributions may be made from either or both separate trusts in the absolute and uncontrolled discretion of the Trustee; provided, however, that in determining the total distributions, neither the division of a trust nor the retention as separate trusts shall result in the receipt by

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any beneficiary of a greater proportion of the total distributions than the beneficiary would have received if the trust had not been so divided or retained as separate trusts; and provided further, that to the greatest extent possible the Trustee shall make all transfers constituting generation-skipping transfers from a GST Exempt trust.

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

(u) As used herein, the terms "I.R.C." and "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended.

(v) To the maximum extent allowable under Alabama law, the provisions of Section 19-3B-813 of the Code of Alabama, as amended, shall not be applicable to any trust created hereunder. Notwithstanding the foregoing, the Trustee shall promptly respond to the request of a qualified beneficiary, as defined in Section 19-3B-103(14) of the Code of Alabama, as amended, for information relating to trust administration pursuant to Section 19-3B-813(a)(2) of the Code of Alabama, as amended.

(w) With respect to any interest in real or personal property, distributable by my Personal Representative to (i) a Trustee of a trust created under this instrument or (ii) a Trustee of a trust created by me during my lifetime and identified under this instrument, which trust, pursuant to its terms would immediately distribute such property to a beneficiary or beneficiaries, outright or in trust, my Personal Representative may distribute such property directly to the beneficiary or beneficiaries of such trust in order to avoid multiple instruments transferring the same property interest.

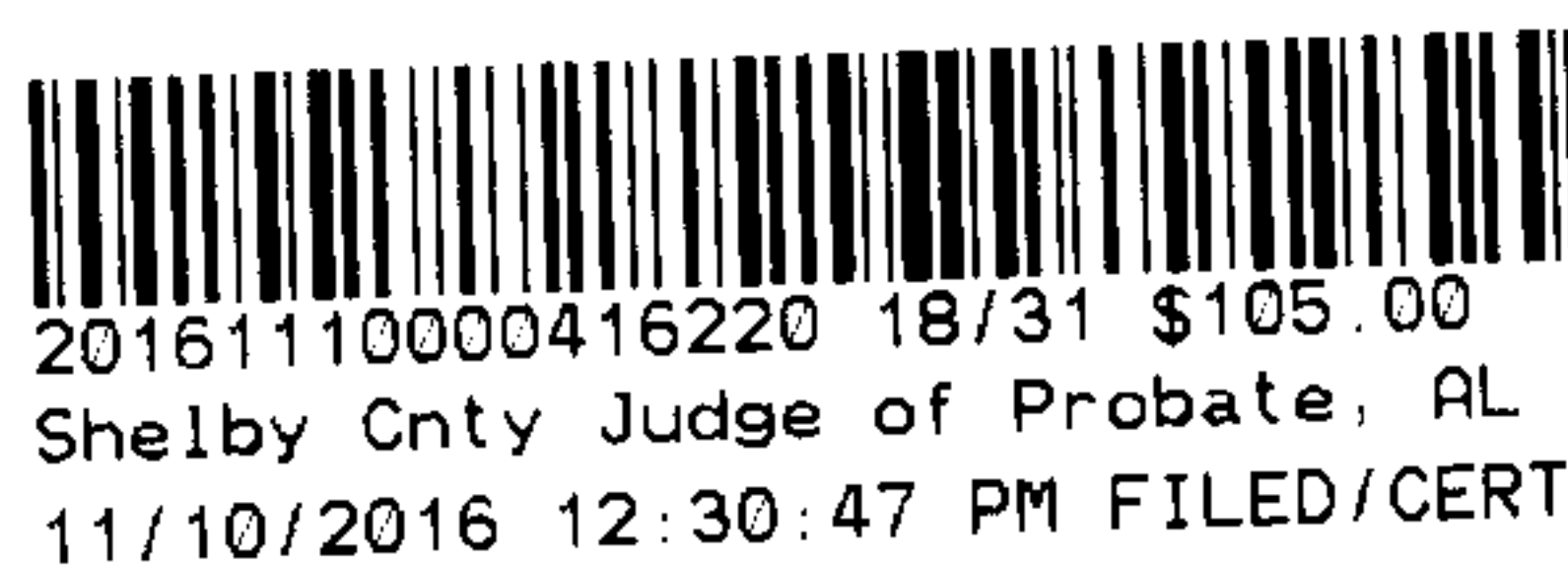
ITEM IX

GUARDIAN

If my former wife should predecease me, I do hereby appoint Faye Bridges as guardian of the person and of the property of my daughters during their minority, to have exclusive control of their custody, care, education and estates. I do further direct that the said guardian be relieved from giving

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bond for the faithful performance of duties as such guardian in any jurisdiction, and I further exempt the guardian from filing any reports or rendering any accounts to any court, unless required by a court of competent jurisdiction to render an accounting.

ITEM X

PERSONAL REPRESENTATIVES

(a) I hereby nominate and appoint Timothy A. Bridges as Personal Representative of this, my Last Will and Testament. In the event Timothy A. Bridges shall predecease me or shall die during the administration of my estate or be unable or unwilling to serve as Personal Representative, then I nominate and appoint Misti Michele Bridges to serve as Personal Representative.

(b) I direct that the Personal Representative, regardless of who shall so serve, shall not be required to give any bond or to file an inventory or appraisal of my estate or to make any accounting, report, annual or final settlement in any court, though it shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I hereby vest in my said Personal Representative the same full powers of management, control and disposition of my estate herein given to the Trustee under any paragraph hereof, and I direct that in the exercise of such powers my Personal Representative shall be free from the control and supervision of the Probate Court, or any other court. Said Personal Representative shall also have full power and authority, without the necessity for any order from any court, to pay the expenses of administering my estate, including the payment of compensation to my Personal Representative, at such time or times as my Personal Representative deems appropriate.

(c) Should it be necessary for a representative of my estate to qualify in any jurisdiction wherein the Personal Representative named herein is not qualified as such, then my Personal Representative named herein shall, without giving any security, qualify and act as Personal Representative in such jurisdiction and shall have therein all rights, powers, authorities, duties and discretions conferred or implied upon the Personal Representative by this Will, or if such Personal

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Handwritten signature



Representative cannot or does not desire to qualify in such other jurisdiction, or if at any time and for any reason there shall be no Personal Representative in office in such other jurisdiction, then I appoint as Personal Representative therein such person or corporation as may be designated by my Personal Representative. Such substituted Personal Representative shall, without giving any security, have in such other jurisdiction all the rights, powers, authorities, duties and discretions conferred or imposed upon the Personal Representative by the provisions of this Will.

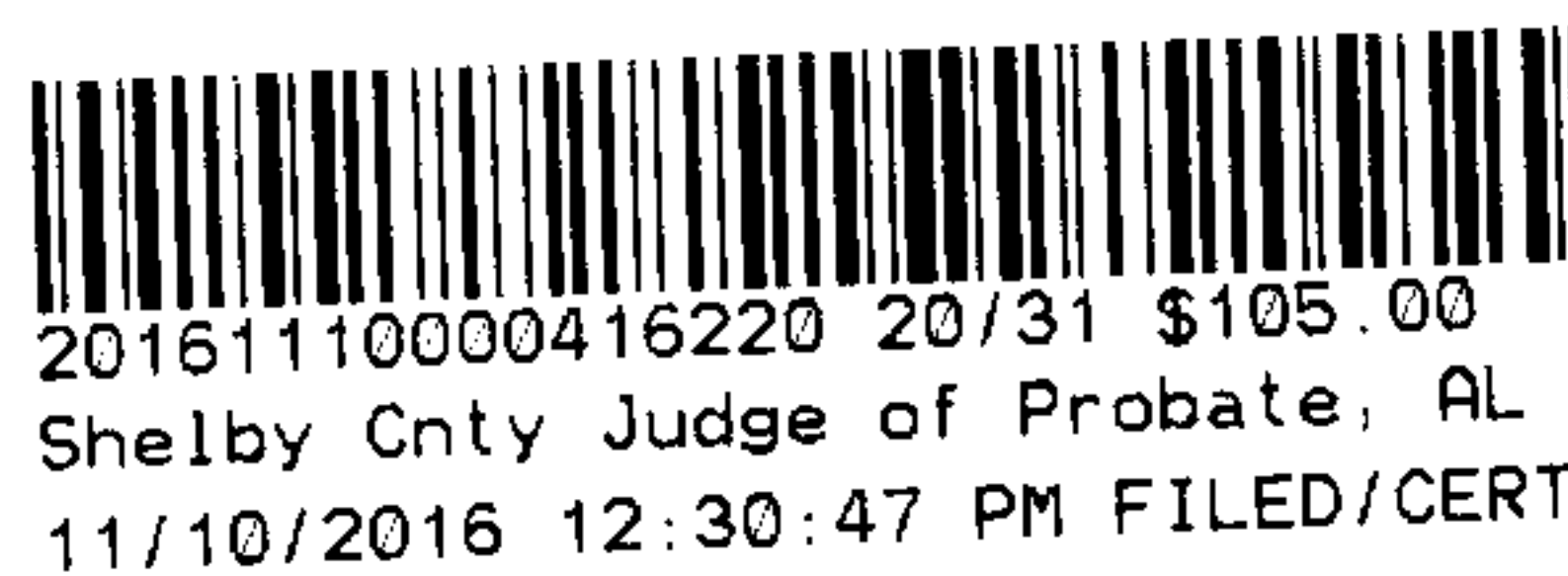
ITEM XI

TRUSTEES

(a) Timothy A. Bridges, Misti Michele Bridges and Rae Ann Bridges shall serve as the initial Trustee of the trusts created in this, my Last Will and Testament. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of either Timothy A. Bridges or Misti Michele Bridges, then Faye Bridges shall serve in his or her place and stead as Trustee along with the other then serving Trustee(s). In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of Rae Ann Bridges, then the other Trustee(s) then serving shall serve as sole Trustee. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of any (two) of Timothy A. Bridges, Misti Michele Bridges and Faye Bridges, then the chairman of the Estate Planning Department of Sirote & Permutt, P.C. (or any successor entity thereto whether by purchase, merger, consolidation, change of name or otherwise), shall appoint as a co-Trustee any bank or trust company having at the time of any such appointment, total resources or assets under management of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000), or any one or more individuals, including an attorney employed by Sirote & Permutt, P.C. Such appointment of a successor Trustee shall be by a writing signed by the chairman of the Estate Planning Department of Sirote & Permutt, P.C., properly notarized, addressed and delivered both to the Trustee who is being replaced (if such Trustee is living) and to the successor Trustee. Likewise, the chairman of the Estate Planning Department of Sirote & Permutt, P.C. may, in the same manner, appoint any number of successor co-Trustees.

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(b) It is my intent that so long as Rae Ann Bridges is serving as Trustee of any trust created hereunder, at least two other individual or corporate fiduciaries shall serve as Trustee with her.

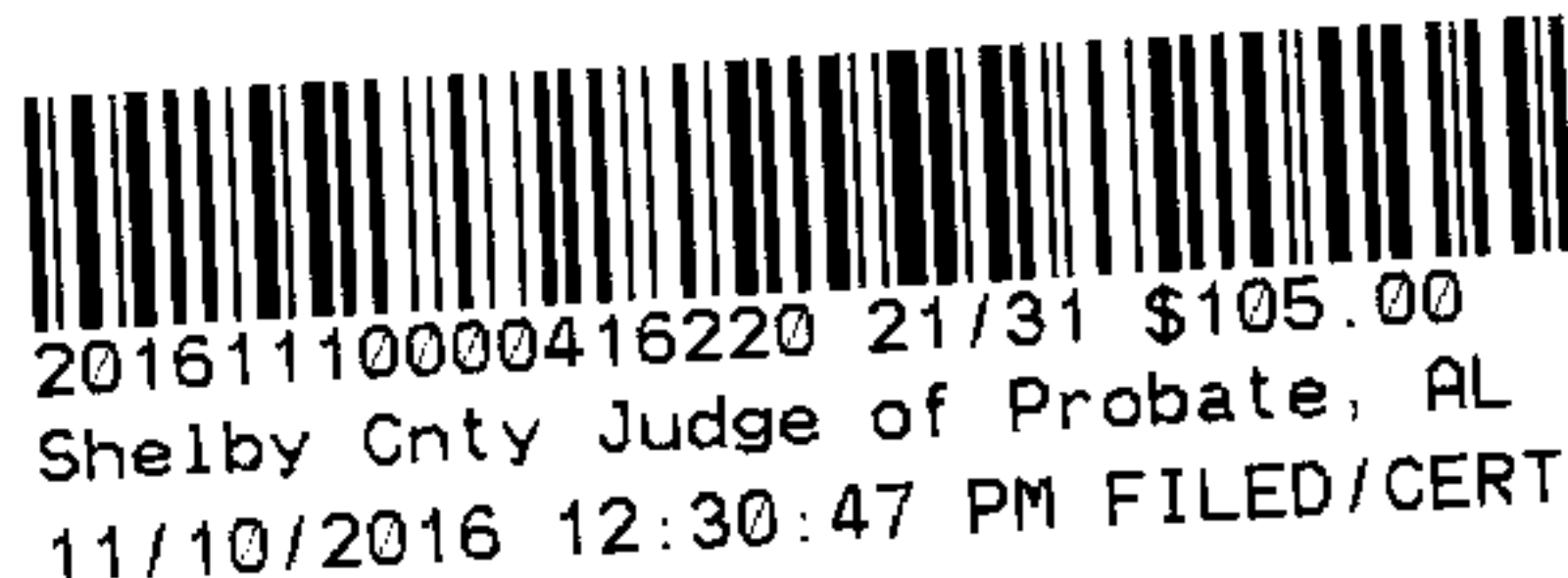
(c) Actions and decisions of the Trustee may be made by a majority of the persons or entitles then serving as Trustee. In such event, any Trustee not participating in an action or decision of the majority shall not be liable or responsible for the actions or decisions of the majority. No person who may act in reliance upon an action or decision of a majority of the then serving Trustees shall incur any liability to any Trustee or trust beneficiary as a result of such reliance.

(d) Neither the Trustee nor any firm or professional organization of which my Trustee may be a member shall be precluded from future or continued professional representation of my estate, or members of my family, or any corporations, partnerships or other business entities in which they have an interest. Accordingly, any continued or future representation of said parties shall not be deemed a conflict of interest.

(e) I hereby direct that the Trustee, regardless of who shall so serve, shall not be required to give any bond or security for the performance of the Trustee's duties. Any successor Trustee shall have all the rights, powers, duties and discretion vested in the original Trustee. No successor Trustee shall be personally liable or responsible in any way for any act or failure to act of any predecessor Trustee nor bear any loss or expense from or occasioned by anything done or omitted by the predecessor Trustee, but such successor Trustee shall be liable only for its own acts and omissions in respect to property actually received as such Trustee. With the approval of a majority of adult beneficiaries, or the parent or guardian of any minor or incompetent beneficiary, any Trustee appointed hereunder may accept the account rendered and the assets and property delivered to it by the predecessor Trustee as a full and complete discharge of the predecessor Trustee, and shall incur no liability or responsibility to any beneficiary by reason of so doing, all without necessity of any court proceeding or judicial supervision or approval, regardless of any beneficial, vested or contingent interest of any minor, incompetent or unborn beneficiaries. Upon any such change in the trusteeship, the title to any trust estate shall vest forthwith in

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any successor Trustee acting pursuant to the foregoing provisions hereof without the necessity of any court order or of any conveyance or transfer of trust assets.

(f) The Trustee, including any individual or corporate Trustee serving hereunder, may resign at any time. The adult beneficiaries and the parents or legal guardians of minor or incompetent beneficiaries then in existence may approve the accounts of any resigning Trustee, and such approval shall be binding upon all persons whomsoever and shall be a full and complete discharge and acquittance of such Trustee.

(g) The Trustee of any trust serving hereunder is entitled to receive reasonable compensation for its services hereunder.

ITEM XII

PROVISIONS FOR MULTIPLE FIDUCIARIES

While two or more fiduciaries are acting, the following provisions shall apply where the context permits:

(a) With respect to any matter as to which the fiduciaries have joint authority, a fiduciary from time to time may delegate any or all of that fiduciary's rights, powers, duties, and discretion as fiduciary to the other fiduciary(ies), with the consent of the latter;

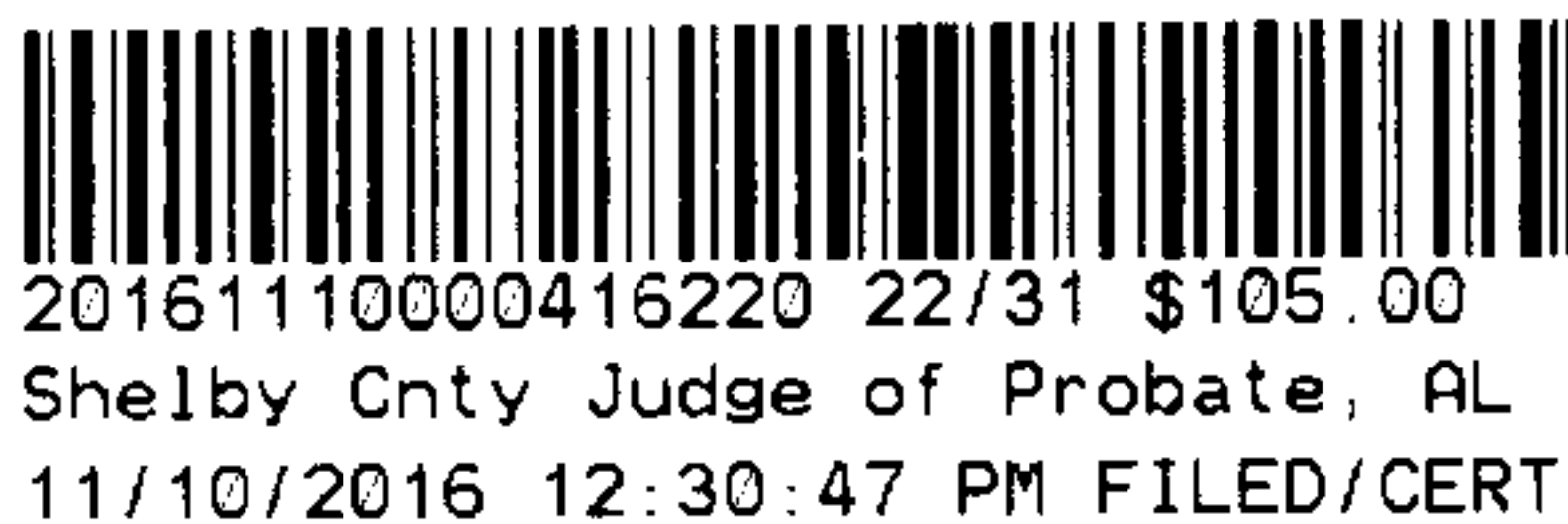
(b) The fiduciaries may establish bank accounts and may authorize that checks or drafts may be drawn on, or withdrawal made from, any such account on the individual signature of any one fiduciary;

(c) A fiduciary shall be presumed to have approved a proposed act or decision to refrain from acting if that fiduciary fails to indicate approval or disapproval thereof within fifteen (15) days after a written request for approval; and

(d) The fiduciaries may execute documents by jointly signing one document or separately signing concurrent counterpart documents.

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IN WITNESS WHEREOF, I, the undersigned, Bruce Bridges, Jr., have hereunto set my
hand and seal on this 15 day of Oct, 2013.

Bruce Bridges, Jr. (SEAL)
Bruce Bridges, Jr.

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

Julie Terrell
Address: 2311 Highland Avenue South
Birmingham, Alabama 35205

Lamya Shuman
Address: 2311 Highland Avenue South
Birmingham, Alabama 35205

David L. Hill
Address: 2311 Highland Avenue South
Birmingham, Alabama 35205

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STATE OF ALABAMA

COUNTY OF JEFFERSON

I, Bruce Bridges, Jr., the testator, sign my name to this instrument this 15 day of Oct, 2013, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

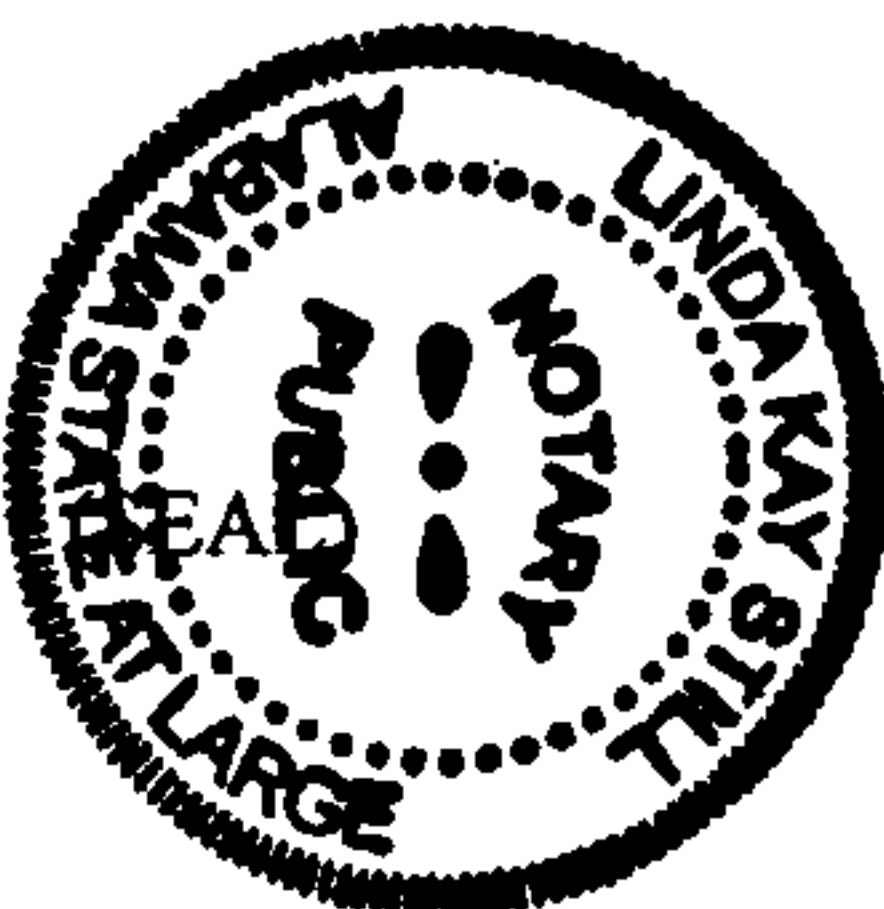
Bruce Bridges, Jr.
Bruce Bridges, Jr.

We, Julie Terrell and Tanyak Shunnara, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his Last Will and Testament 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 years of age or older, of sound mind, and under no constraint or undue influence.

Julie Terrell
Witness

Tanyak Shunnara
Witness

Subscribed, sworn to and acknowledged before me, a Notary Public in and for the State of Alabama at Large, by Bruce Bridges, Jr., the testator, and subscribed and sworn to before me by Julie Terrell and Tanyak Shunnara, witnesses, this 15th day of October, 2013.



DOCSBHMI959215M

Linda Kay Still
Notary Public
My Commission Expires: 1-12-17

29th DAY
January, 2015
PROBATE AND RECORD
Alan J. King
CLERK OF PROBATE

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

THE ESTATE OF:

BRUCE BRIDGES, JR., AKA,
ROBERT BRUCE BRIDGES, JR.,
DECEASED

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 2016-227342

ORDER PROBATING LAST WILL AND TESTAMENT

This matter coming on to be heard upon the petition of Timothy A. Bridges, which was heretofore filed in this Court for the probate of an instrument of writing purporting to be the Last Will and Testament of Bruce Bridges, Jr., AKA Robert Bruce Bridges, Jr., deceased;

Comes now the said petitioner and moves the Court to grant said petition; and also comes Brooke A. Everely, who was heretofore duly appointed by this Court and who now consents to act as Guardian ad Litem for Chancey Leigh Bridges, the minor child of said deceased; and it appearing to the Court that the acceptance of service and waiver of notice by Timothy Bridges, next of kin of said decedent has been filed in this Court, and the Court having ascertained by sufficient evidence that the signatures affixed thereto is the genuine signature of said next of kin; and it further appearing to the satisfaction of the Court that notice of the filing of said petition and of the time now, on motion of said petitioner, the Court proceeds to hear said petition; and, after due proof and hearing has according to the laws of this state, the Court is satisfied and is of the opinion that said instrument is 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,



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Shelby Cnty Judge of Probate, AL
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ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of Bruce Bridges, Jr., AKA Robert Bruce Bridges, Jr., 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, 29th, day of January 2016.

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) IN THE PROBATE COURT
BRUCE BRIDGES, JR.,) OF JEFFERSON COUNTY, ALABAMA
DECEASED.) CASE NO. **201 6 2 2 7 3 4 2**

**PETITION FOR LETTERS TESTAMENTARY
WITHOUT BOND**

Comes the petitioner, TIMOTHY A. BRIDGES, and shows this Court the following facts:

1. In the last will and testament of BRUCE BRIDGES, JR., deceased (the "decedent"), which will has been or shall be duly probated and admitted to record in this Court, the petitioner is named as personal representative thereof.

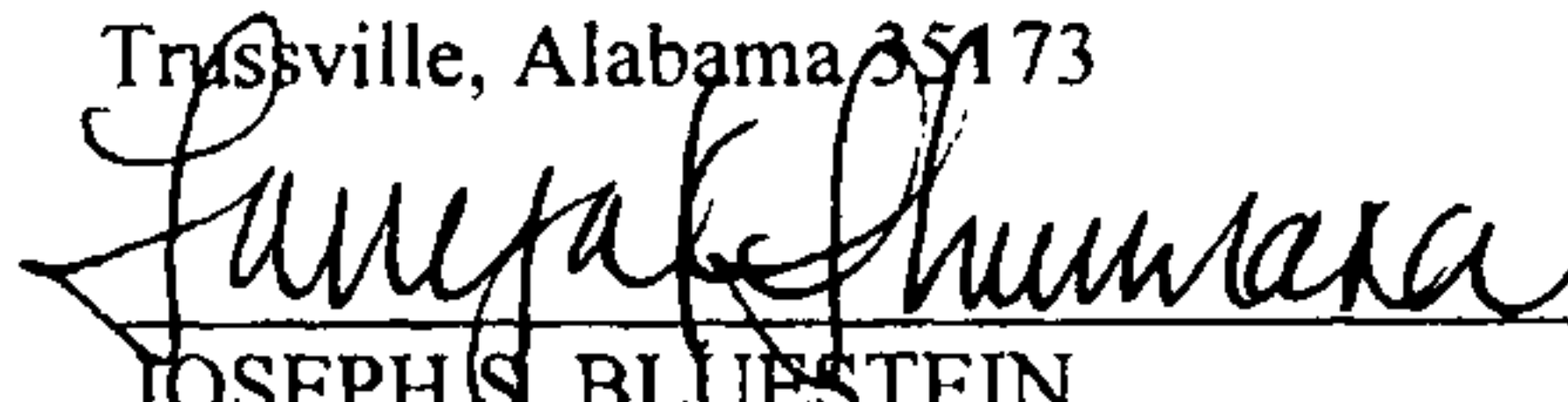
2. The petitioner is an inhabitant of the State of Alabama, above the age of nineteen (19) years, and is not disqualified under the law from serving as such personal representative. Under the terms of the decedent's will, his personal representative is exempted from giving bond as such personal representative.

3. The decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be \$500,000.

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 petitioner prays that the Probate Judge of this Court will grant letters testamentary to the petitioner without entering into bond, as is provided by the terms of said Will and authorized by Ala. Code §43-2-81. This Petition does not require verification under the applicable statutes.



TIMOTHY A. BRIDGES
6972 Pannell Road
Trussville, Alabama 35173



JOSEPH S. BLUESTEIN
TANYA K. SHUNNARA
Attorneys for Petitioner

OF COUNSEL:
SIROTE & PERMUTT, P.C.
2311 Highland Avenue, South
Birmingham, AL 35205
Tel.: (205) 930-5323
Fax: (205) 930-5101



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BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, prayer granted, and
petition ordered recorded this the 29th day of January, 2016.

Alan L. King
Judge of Probate



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Shelby Cnty Judge of Probate, AL
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LETTERS TESTAMENTARY

IN THE MATTER OF THE ESTATE OF:

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

BRUCE BRIDGES, JR., A/K/A,
ROBERT BRUCE BRIDGES, JR.,
Deceased

CASE NO. 2016-227342

LETTERS TESTAMENTARY

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to TIMOTHY A. BRIDGES, 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, 29th day of January, 2016.



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, 29th day of January, 2016.

Chief Clerk


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Shelby Cnty Judge of Probate, AL
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CERTIFICATE TO COPIES

STATE OF ALABAMA
JEFFERSON COUNTY

PROBATE COURT
CASE NO. 2016-227342

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, LAST WILL AND TESTAMENT OF BRUCE BRIDGES, JR., ORDER 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 BRUCE BRIDGES, JR., a/k/a. ROBERT BRUCE BRIDGES, JR., DECEASED as the same appears on file and of record, in this office.

Given under my hand and seal of said Court this date,
October 14, 2016.

Alan L. King

Judge of Probate



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Shelby Cnty Judge of Probate, AL
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