

IN THE PROBATE COURT FOR JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF:

THE ESTATE OF
 NANCY SCHILLING AKA
 NANCY BONNER SCHILLING,
 deceased.

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WILLS 1/32

CASE NO. ~~210078~~**PETITION FOR PROBATE OF WILL**

(Self-Proved Will)

Comes now the Petitioner, **WILLIAM DENNIS SCHILLING**, and respectfully shows the Court the following facts:

1. **NANCY SCHILLING AKA NANCY BONNER SCHILLING** (the "Decedent") died testate at **Birmingham, Alabama**, on or about **September 15, 2010**, and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is the Decedent's Last Will & Testament (and all Codicils thereto) naming the Petitioner as Executrix thereof, which was duly signed by the Decedent when over eighteen (18) years of age, and was attested by the following witnesses:

<u>NAME</u>	<u>PRESENT ADDRESS</u>
Cheryl Robinson	N/A
April Johnson	N/A

3. The Decedent's Last Will & Testament, as identified in Paragraph 2 hereof, was self-proved in a manner substantially in accordance with the requirements of Alabama Code §43-8-132. The name and present address of the officer authorized to administer oaths before whom said Will was acknowledged is as follows:

Claude M. Moncus

4. The following is a true, correct and complete list of names, ages, condition, relationships and addresses of the Decedent's next-of-kin as determined by Application of Alabama Code §43-8-42:

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NAME & ADDRESS	AGE	CONDITION	RELATION
James Albert Schilling 2164 Partridge Berry Road Birmingham, Alabama 35244	64	Competent	Son
William Dennis Schilling 4121 Cloverleaf Drive Birmingham, Alabama 35243	56	Competent	Son

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ret

WHEREFORE, the Petitioner prays that this Court will take jurisdiction, will cause such notice or citations to issue to the said surviving spouse, next-of-kin, attesting witnesses, and oath-administering officer, as may be proper in the premises; and will cause such proceeding 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 (and all Codicils thereto) as the Last Will & Testament of the Decedent. This Petition is deemed to be verified pursuant to Alabama Code §43-8-22.

Attorney for Petitioner:

Joseph A. Fawal, Esquire
FAWAL & SPINA
 1330 - 21st Way South, Suite 200
 Birmingham, Alabama 35205
 (205) 939-1330

William Dennis Schilling
WILLIAM DENNIS SCHILLING
 4121 Cloverleaf Drive
 Birmingham, AL 35243

BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama,
this 28th day of October 2010, prayer granted
and petition ordered recorded.

Alan L. King
 JUDGE OF PROBATE

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IN THE PROBATE COURT FOR JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF:

THE ESTATE OF
 NANCY SCHILLING AKA
 NANCY BONNER SCHILLING,

deceased.

CASE NO. _____

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WAIVER OF NOTICE ON PROBATE OF WILL

I, **JAMES ALBERT SCHILLING**, a resident of Jefferson County, State of Alabama, being the next-of-kin (as determined by application of the Alabama Code §43-8-41 or §43-8-42, as appropriate) of **NANCY SCHILLING AKA NANCY BONNER SCHILLING**, deceased, 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 & Testament (including all Codicils thereto) of said Decedent. I do hereby waive notice either by personal service or by publication and consent and request that said Will, which bears the date of June 12, 2007, be admitted to probate without further notice of any kind to me, and the Executor named in said will 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 Executor thereof.

Dated this the 26th day of October, 2010.

WITNESS: (REQUIRED)

Martha Diggers
 (Signature of Witness)
Martha Diggers
 (Name of Witness)

James Albert Schilling
 (Signature of Consenting Person)
JAMES ALBERT SCHILLING
 2161 Partridge Berry Road
 Birmingham, Alabama 35244

PROOF OF WILL (ONE WITNESS)

PROBATE - 22

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT

OF JEFFERSON COUNTY, ALABAMA

NANCY SCHILLING AKA NANCY BONNER SCHILLING

Deceased

CASE NO. 210078

Before me, the undersigned, Judge of said Court, personally appeared in open Court

CLAUDE M. MONCUS

who having been by me first duly sworn, deposeth and says that _____ he is a subscribing witness to the instrument of writing now shown to him and which purports to be the last Will and Testament of NANCY SCHILLING AKA NANCY BONNER SCHILLING, deceased, late and inhabitant of this County, that said deceased, signed and executed said instrument on the day that same bears date, and declared the same to be _____ last Will and Testament, and that affiant set _____ signature thereto, on the day the same bears date, as a subscribing witness to the same in the presence and at the request of said deceased and in the presence of the other subscribing witness, and that such other witness subscribed their name as a witness in the presence and at the request of said deceased. That said deceased was of sound mind and disposing memory, and in the opinion of deponent fully capable of making said Will, at the time the same was so made as aforesaid. Affiant further states that said deceased was on the day of the said date of said Will, of the full age of Nineteen years and upwards.

Subscribed and sworn to before me this date OCTOBER 28, 1010

Alan L. King
Judge of Probate.

Recorded in Will Record _____, Page _____

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Last Will and Testament
OF
NANCY SCHILLING

I, Nancy Schilling, of Jefferson County, Alabama, declare this to be my will, and I revoke all previous wills and codicils that I have made.

ARTICLE I

Specific Gifts

A. I give my tangible personal property (together with any assignable insurance policies thereon), including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, together with any insurance on any specific item, but excluding coins held for investment and paper currency, to my son, William Dennis Schilling, to be his absolutely, if he survives me, and if not to Alison Schilling Aughtman, or to her descendants, in equal shares, per stirpes.

B. I may leave a memorandum (which is not to be a part of this will) listing some of the items described in paragraph A of this Article that I wish certain persons to have and request (but do not require) that my wishes as set forth in the memorandum be observed.

C. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

ARTICLE II

Gift of Residue

I give my residuary estate, which shall not include any property over which I have power of appointment, as follows:

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- A. One Half (½) thereof to my son, William Dennis Schilling, to be his absolutely, if he survives me;
- B. One Hundred Thousand and no/100 Dollars (\$100,000.00), to the trustee acting under the Trustee Provisions of this Instrument, to be held and disposed of in accordance with Article III of this Instrument;
- C. One Hundred Thousand and no/100 Dollars (\$100,000.00), to the trustee acting under the Trustee Provisions of this Instrument, to be held and disposed of in accordance with Article IV of this Instrument; and
- D. The balance of my residuary estate to the trustee acting under the Trustee Provisions of this Instrument to be held and disposed of in accordance with Article V of this Instrument.

ARTICLE III

Trust A f/b/o Kelly Marie Aughtman

Trust A shall be administered as follows:

A. Trust A shall be held by the Trustee for the benefit of my great granddaughter, Kelly Marie Aughtman, as follows:

1. Commencing as of the date of my death, and until the termination date (defined later in this Article) of the trust, the trustee shall distribute to my great granddaughter, Kelly Marie Aughtman, as much of the net income and principal of the trust, even to the extent of exhausting principal, as the trustee determines from time to time to be required for her health, support and education.

2. The trustee shall add any undistributed net income to principal from time to time, as the trustee determines;

3. My primary concern is for the education of my granddaughter, Kelly Marie Aughtman; and

4. The trustee shall transfer and pay over this remaining principal in this Trust A to my great granddaughter, Kelly Marie Aughtman, when she attains the age of thirty (30).

B. Upon the death of my great granddaughter, Kelly Marie Aughtman, prior to this trust terminating, the trustee shall distribute the remaining principal of Trust A to my granddaughter, Alison Schilling Aughtman, if then living, and if not, to her descendants, in equal shares, per stirpes.

ARTICLE IV

Trust B f/b/o Laura Nicole Aughtman

Trust B shall be administered as follows:

A. Trust B shall be held by the Trustee for the benefit of my great granddaughter, Laura Nicole Aughtman, as follows:

1. Commencing as of the date of my death, and until the termination date (defined later in this Article) of this trust, the trustee shall distribute to my great granddaughter, Laura Nicole Aughtman, as much of the net income and principal of the trust, even to the extent of exhausting principal, as the trustee determines from time to time to be required for her health, support and education.

2. The trustee shall add any undistributed net income to principal from time to time, as the trustee determines;

3. My primary concern is for the education of my great granddaughter, Laura Nicole Aughtman; and

4. The trustee shall transfer and pay over this remaining principal in this Trust B to my great granddaughter, Laura Nicole Aughtman, when she attains the age of thirty (30).

B. Upon the death of my great granddaughter, Laura Nicole Aughtman, prior to this trust terminating, the trustee shall distribute the remaining principal of Trust B to my granddaughter, Alison Schilling Aughtman, if then living, and if not, to her descendants, in equal shares, per stirpes.

ARTICLE V

Trust C f/b/o James Albert Schilling

Trust C shall be administered as follows:

A. Trust C shall be held by the Trustee for the benefit of my son, James Albert Schilling, for his lifetime, and commencing as of the date of my death and during the life of my son, James Albert Schilling, the trustee shall distribute to him:

1. The entire net income of the trust in convenient installments, at least as often as annually; and

2. In addition, the trustee shall distribute to my son, James Albert Schilling, as much of the principal of Trust C in the trustee's sole and absolute discretion, even to the extent of exhausting principal, as the trustee determines to be required for the health and

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support in reasonable comfort of my son, James Albert Schilling, considering all circumstances and factors deemed pertinent by the trustee.

B. Upon the death of my son, James Albert Schilling, the trustee shall distribute the remaining principal of Trust C to my granddaughter, Alison Schilling Aughtman, if then living, and if not, to her descendants, in equal shares, per stirpes.

ARTICLE VI

Ultimate Disposition; Holdback Provisions

A. Upon termination of a trust at the end of its stated term under this instrument, the trustee shall distribute any trust principal not otherwise effectively disposed of by the foregoing provisions of this instrument to Alison Schilling Aughtman, if then living, and if not, to her descendants, in equal shares, per stirpes.

B. Despite the preceding provisions of this instrument, upon termination of any trust at the end of its stated term under this instrument, the trustee may elect to withhold any principal which is not effectively appointed and is otherwise required to be distributed to a beneficiary who has not reached the age of twenty-five years or is disabled. The trustee shall retain any principal so withheld in a separate trust named for that beneficiary, to be distributed to the beneficiary when he or she reaches the age of twenty-five years, or, if later, upon termination of the disability. Until then, the trustee shall apply as much of the net income and principal of the trust as the trustee determines from time to time to be required for the health, support, and education of that beneficiary, adding any undistributed net income to principal from time to time, as the trustee determines. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining trust principal shall be distributed Alison Schilling Aughtman, if then living, and if not, to her descendants, in equal shares, per stirpes.

ARTICLE VII

Trustee Provisions

A. I appoint William Dennis Schilling as trustee of each trust created under this will. In the event William Dennis Schilling is unable to act as trustee for any reason, then I appoint Alison Schilling Aughtman, as successor trustee.

B. If the original trustee, or the successor trustee, as the case may be, is unable to act for any reason, then the Trustee Appointer may appoint any one or more Qualified Appointees as additional or successor trustees; provided, however, that no more

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than three trustees shall act with respect to any trust at one time. Any appointment of an additional or successor trustee hereunder shall be in writing, may be made to become effective at any time or upon any event, may be for a specified period or indefinitely, may be for limited or general purposes and responsibilities, and may be single, joint or successive, all as specified in the instrument of appointment. The Trustee Appointer may revoke any such appointment before it is accepted by the appointee, and may specify in the instrument of appointment whether it can be revoked by a subsequent Trustee Appointer. In the event that two or more instruments of appointment or revocation by the same Trustee Appointer exist and are inconsistent, the latest by date shall control. The Trustee Appointer shall act only in a fiduciary capacity in the best interests of all trust beneficiaries. For purposes of this paragraph:

1. The Trustee Appointer means my then living children who are not disabled, otherwise the beneficiaries to whom the current trust income may or must then be distributed; and

2. A Qualified Appointee means any person (other than a descendant of mine), or any bank or trust company, within or outside the State of Alabama; provided, however, that only one bank or trust company shall act as a trustee of any trust at one time.

C. The trustee shall render a current annual account to each income and principal beneficiary, whether vested or contingent, who so requests in writing each year. The Trustee Appointer may, without liability, approve the accounts of the trustee at any time by written instrument, with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties; except that if any person would thereby approve his or her own accounts, then the trustee's accounts can be approved only by those individuals who would be Trustee Appointer if that person were then deceased.

D. Any trustee may resign at any time by giving prior written notice to the Trustee Appointer, and if a successor trustee is not appointed within a reasonable time after the trustee's resignation, the resigning trustee may deposit the trust property with the court having jurisdiction over the administration of the trust. All trusts created under this instrument need not have or continue to have the same trustee. The provisions of this instrument that relate to the trustee shall be separately applicable to each trust held

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hereunder. While two or more trustees are acting, the following provisions shall apply where the context admits:

1. The corporate trustee, if any, shall have custody of the trust property and of the books and records of the trustees;

2. With respect to any matter as to which two or more trustees have joint authority, a trustee, by written notice, may temporarily delegate any or all of that trustee's rights, powers, duties, and discretion as trustee to any other trustee sharing that authority, with the consent of the latter;

3. The trustees may establish bank and brokerage 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 trustee;

4. Any trustee alone may perform on behalf of the trustees all acts necessary for the acquisition, sale and transfer of personal and real property, including the giving of directions and the signing and endorsing of checks and other negotiable instruments, stock and bond certificates and powers, deeds of real estate and related transfer documents, applications, tax forms and other forms or documents; and no person dealing with the trustees need inquire into the propriety of any such act if such trustee certifies in writing to that person that the trustees have approved that act;

5. A trustee shall be presumed to have approved a proposed act or decision to refrain from acting if that trustee fails to indicate approval or disapproval thereof within fifteen days after a written request for approval, and a trustee shall not be required to continue to make a proposal which has been disapproved on at least two occasions if that trustee has informed each disapproving co-trustee that continued disapproval will be assumed until notice to the contrary has been received; and

6. The trustees may execute documents by jointly signing one document or separately signing concurrent counterpart documents.

E. Unless specifically provided otherwise, at any time when more than one person is designated to act in the same fiduciary capacity, the action or decision of a majority in number shall control; and a person who does not vote or does not concur in any vote shall not be liable for any act or failure to act of the others.

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F. If any individual entitled to act under the preceding provisions of this Article is then disabled and such disability does not otherwise disqualify that individual from acting, the lawful guardian of that individual may sign the instrument of appointment or approval on his or her behalf.

G. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its predecessor.

H. Any person designated to act in a fiduciary capacity may release or renounce any or all powers granted hereunder at any time by written instrument filed with the trust records, and, if so specified, that release or renunciation shall bind all successors acting in that fiduciary capacity. Except as otherwise provided in the preceding sentence, the incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee.

I. If the trustee is unable to act in any jurisdiction with respect to any property, asset, interest or claim owned by me or any trust created hereunder because of the laws of the state in which such property, asset, interest or claim is located, then the trustee is authorized to appoint, employ, remove and compensate any person (other than a descendant of mine) or corporate fiduciary capable of so acting with regard to such property, asset, interest or claim, in such manner and upon such terms and conditions (including the power to establish a trust and employ as trustee any person or corporate fiduciary, including any affiliated company, capable of acting with regard to such property, asset, interest or claim) as the trustee deems acceptable and to treat as an expense of the trust any compensation, charges and expenses so paid. Any such fiduciary shall be permitted to act without giving bond. If any such fiduciary is appointed, I give to such person or corporation, in addition to the powers conferred by law of its situs, all of the rights, powers and discretion that are set forth or referred to in a later Article of this instrument (including the power to sell real or personal property at public or private sales for any purpose and to hold title to property in the name of a nominee), to be exercised without court order; provided, however, that in the exercise of any power granted, such fiduciary shall first

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consult with and obtain the written consent of the trustee acting generally at the time before taking any action whatsoever.

ARTICLE VIII

Financial Powers

A. In addition to all powers granted by law, the trustee shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustee:

1. To collect the income on trust property.
2. To compromise, abandon, adjust and settle in the trustee's discretion any claim in favor of or against the trust.
3. 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), interests as members in limited liability companies, stock or interest in any family corporation, partnership or enterprise, 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.
4. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, auction, convey, exchange, transfer, lease or rent for a period beyond the term of the trust (or for a lesser period) for improvement or otherwise, or to grant options, or otherwise dispose of all or any portion of the trust in such manner and upon such terms and conditions as the trustee may approve.
5. To invest and reinvest the trust or any portion thereof in such loans, bonds, common or preferred stocks, notes, mortgages, participating in mortgages, common trust funds, securities, shares of regulated investment companies or trusts, currencies, partnerships (whether general, limited, or special), interests as members in limited liability companies, or other property, real or personal (including undivided interests therein and partial interests such as life estate, term or remainder interests), domestic or foreign, or to purchase and sell options (including listed options), or to exercise options, rights, or warrants, and to purchase securities or other property as the trustee may deem suitable, whether so-called "legal" investments of trust funds or not, provided, however, that the corporate trustee, acting alone, is authorized to make temporary investments in interest bearing securities and notes, and to purchase and sell fractional shares and subscription rights to which the trust may become entitled.
6. To vote any stock or other security held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give consent for or with respect thereto; and to enter into or oppose, alone or with others, voting trusts, mergers,

consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation.

7. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation, limited liability company or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to enter into, continue or extend any voting trust for the duration of or beyond the term of the trust, to appoint directors and employ officers, managers, employees or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, and in exercising the powers in relation to such business enterprise, to receive extra or extraordinary compensation therefor.

8. To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to release, partition, vacate, abandon, grant easements in or over, dedicate or adjust the boundaries as to any such property. The trustee shall not be liable for any loss or depreciation in value sustained by the trust as a result of the trustee abandoning any property, unless the trustee acted with gross negligence.

9. To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items or production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other products thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any of such real estate or which the trustee deems otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the trustee may approve, and in general to take any action which the trustee deems necessary or desirable in such operation of farms and woodlands.

10. To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas, and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such instruments or agreements in connection therewith as the trustee deems necessary or desirable.

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11. To borrow money from any lender, including the trustee, for such time and upon such terms as the trustee sees fit, with or without security on or mortgage of any real property or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

12. To advance money to or for the benefit of any trust for any purpose of the trust, and the trustee shall be reimbursed for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.

13. To lend money to the personal representative of my estate or my spouse's estate, and to purchase property from the personal representative of either estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification.

14. To hold money in a custody arrangement while awaiting distribution or investment under the terms hereof, even though such money be commingled with other funds of the trustee (in which case the trustee shall keep a separate account of the same on the books of the trustee), and the trustee shall not be required to pay interest thereon.

15. To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

16. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form.

17. To keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustee deems necessary or desirable.

18. To determine whether any money or property coming into the hands of the trustee shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust, in each case in accordance with the provisions of the Alabama Principal and Income Act, if applicable, or if not applicable, as the trustee may deem just and equitable; provided, however, that any proceeds received by the trustee from any "retirement plan," meaning any qualified pension, profit sharing, stock bonus, Keogh or other qualified plan, trust, contract, account, annuity, or bond, or individual retirement account, as those terms are defined in the Code, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the trustee as principal, except that any income earned within the retirement plan from such proceeds as a result of an installment or similar election or any other deferral of payment of the retirement plan's proceeds to the trustee shall be treated by the trustee as income when received.

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19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.

20. To exercise any power hereunder, either acting alone or jointly with others.

21. To pay the funeral and burial expenses of any beneficiary from the principal for the trust from which income has been payable to such beneficiary.

22. To divide or distribute the trust property as provided for hereunder in cash or in kind, or partly in each; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate allocations of unrealized gain for federal income tax purposes; to determine the value of any property so allocated, divided, or distributed; and to determine the share and identity of persons entitled to take hereunder.

23. To deal with the fiduciary or fiduciaries of any other trust or estate, even though the trustee is also the fiduciary or one of the fiduciaries of the other trust or estate.

24. To merge and consolidate all the trust property with the trust property of any trust created by me during life or by will and held by the same trustee for the benefit of the same persons who are beneficiaries hereunder, upon substantially the same terms and conditions as those set forth herein, and thereafter to administer the trust property as a single trust hereunder.

25. To make purchases and sales, outright or financed, by way of short sales, puts, calls, straddles, and sales against the box, on margin or otherwise, covered or uncovered, whether of commodities, precious metals, financial instruments, contracts for future delivery, or other investment media, however speculative, and for the purpose of enabling the trustee to exercise the powers granted under this subparagraph, to maintain and operate margin accounts, discretionary accounts, or any other type of brokerage accounts, and to pledge or mortgage the trust property as security for loans or advances made to the trustee in conjunction with any transactions permitted under this subparagraph.

26. To retain or invest in (alone or jointly with others) life insurance, annuity or endowment policies, or policies incorporating combined life, annuity or endowment features ("insurance policies"), in such form, on such life or lives and on such terms as the trustee considers advisable.

27. To receive any property, real or personal, to be added to the trust (and if the trustee consents in writing, from any other person) by lifetime or testamentary transfer or otherwise.

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28. To make such elections and allocations under the tax laws permitted to be made by the trustee as the trustee considers advisable (whether or not the election relates to trust property), without regard to, or adjustments between principal and income or the relative interests of the beneficiaries.

B. The powers granted in this Article may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court respecting the exercise of any power or discretion granted in this instrument.

D. The trustee's exercise or nonexercise of powers and discretions in good faith shall be conclusive on all persons. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

ARTICLE IX

Administrative Powers and Rules

The provisions of this Article shall apply to each trust held under this instrument:

A. If a beneficiary eligible to receive income or principal distributions is disabled at the time of distribution, then the trustee may, without further responsibility, either (i) make those distributions to the beneficiary directly, to a lawful guardian of the beneficiary, or to a qualified individual or trust company designated by the trustee as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or (ii) expend that distributable property for the benefit of the beneficiary in such manner as the trustee considers advisable. Determinations made by the trustee under this paragraph in good faith shall be conclusive on all persons.

B. Income distributions required hereunder shall be made as the trustee determines. Except as otherwise provided in this instrument, all net income accrued or undistributed at the termination of any interest shall be treated as if it had accrued or been received immediately after that termination.

C. In determining whether to make discretionary distributions of net income or principal to a beneficiary, the trustee may consider such circumstances and factors as the trustee believes are relevant, including the other income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets, and the tax consequences of any such distribution. As used throughout this instrument:

1. The term "support" means support in reasonable comfort;
2. The term "education" includes, but is not limited to, the expenses of private schooling at the elementary and secondary school level, college, graduate and professional schools, and specialized or vocational training; and
3. The term "health" shall be construed liberally to include all forms of mental or physical health care, including, but not limited to, nursing home or other extended care.

D. Notwithstanding any other provision of this instrument, I hereby limit the general discretionary powers of the trustee so that (i) no trustee shall participate in any decision regarding a discretionary distribution to that trustee personally, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Code, and (ii) no trustee may use trust income or principal to discharge the legal obligation of that trustee individually to support or educate a beneficiary hereunder.

E. To the fullest extent permitted by law, (i) no power of appointment shall be subject to involuntary exercise, and (ii) no interest of any beneficiary shall be subject to anticipation, to claims for alimony, maintenance, or support, to voluntary transfer without the written consent of the trustee, or to involuntary transfer in any event.

F. The trustee shall distribute any trust principal or net income as to which a power of appointment is exercised to the designated appointee or appointees (whether living at the time of exercise or thereafter born) upon such conditions and estates, in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. To be effective, the exercise of any power of appointment granted hereunder shall make specific reference to the provision creating the power. In determining whether

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a testamentary power of appointment has been exercised, the trustee, without liability, may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within three months after the holder's death.

G. If at any time after my death the trustee shall determine that the trust is no longer economical to administer consistent with my intent (in light of the value of the trust property, the number and location of beneficiaries, changes in the law, or other factors that justify its termination, taking into account the relative benefits and burdens of continuing the trust), the trustee, without further responsibility, may (but need not) distribute the remaining trust principal to the beneficiary for whom the trust is named, if then living, or, if not, to my granddaughter, Alison Schilling Aughtmen, if then living and if not to her living descendants, per stirpes.

H. Notwithstanding any other provision of this instrument, at the end of twenty-one years after the death of the last to die of myself, my spouse, and all descendants of mine who are living at my death, the trustee shall distribute the principal of the trust to the beneficiary for whom the trust is named.

I. Upon making any payment or transfer, the trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of a trust, that trust shall terminate and the trustee shall be fully discharged as to that trust.

ARTICLE X

Payment of Taxes and Expenses

My personal representative shall pay from my residuary estate all estate and inheritance taxes (including any interest and penalties) together with the expenses of my last illness and all administration expenses, including an appropriate marker for my grave, payable in any jurisdiction by reason of my death, whether or not the assets generating those taxes and expenses pass under this will. The preceding items shall be charged generally against the principal of my residuary estate, without apportionment, unless all other assets constituting my residuary estate have been exhausted. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes, except that, to the maximum extent permitted by law, my personal representative shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable to property in

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which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate under Section 2036 of the Code, and which taxes are not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this will shall be charged to the property constituting the transfer in the manner provided by applicable law.

ARTICLE XI

Personal Representative Nomination and Powers

A. I name William Dennis Schilling as personal representative of this will. In the event William Dennis Schilling is unable to act as personal representative for any reason, then I name Alison Schilling Aughtman as successor personal representative.

B. If the appointment of a personal representative is necessary or desirable in any jurisdiction in which no personal representative herein named is able and willing to act, I name as my personal representative in that jurisdiction such person or corporation as may be designated in an instrument signed by my personal representative.

C. I give my personal representative, wherever acting:

1. All the same powers and discretion with respect to my estate during administration that are given to the trustee under the preceding provisions of this instrument (including the power to sell real or personal property at public or private sale for any purpose and to hold title to property in the name of a nominee);

2. Power to disclaim, in whole or in part, any property or interest therein which passed to me or which was created for my benefit, for any reason, including, but not limited to, a concern that such property could cause potential liability under any federal, state or local environmental law; and

3. Power to distribute to the beneficiary of a trust under this will any property or portion thereof given to the trustee of that trust if, pursuant to the terms of that trust, the property would immediately be subject to final distribution directly to the beneficiary with no discretion in the trustee to withhold it (because of age or disability), and the receipt of the beneficiary shall discharge my personal representative.

D. The powers granted to my personal representative hereunder shall be in addition to all other powers granted by law and shall be exercisable in the discretion of my personal representative and without court order. To the extent such requirements can be legally waived, no personal representative shall be required to file an inventory or appraisal, or account to any court, or obtain the order or approval of any court before exercising any power or discretion granted in this will. I contemplate that my personal representative may

- - 210078 - -

take possession of assets of my estate if, in my personal representative's sole discretion, such action is necessary for purposes of estate administration. I hereby exonerate my personal representative of any liability under Ala. Code Section 43-2-840 in taking possession of any assets of my estate. No personal representative shall be required to furnish bond or security.

E. My personal representative shall make such elections and allocations under the tax laws as my personal representative considers advisable (whether or not the election or allocation relates to property passing under this will), without regard to, or adjustments between, principal and income or the relative interests of the beneficiaries. Any decision to exercise tax elections or make allocations hereunder shall be made by my domiciliary personal representative, if any, in preference to any ancillary personal representative, and shall be binding and conclusive on all persons.

F. If any portion of my estate is distributable to a beneficiary who is then under the age of twenty-one years, my personal representative may distribute that beneficiary's share, without further responsibility, either directly to that beneficiary, to a qualified individual or trust company designated by my personal representative as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or to the individual having personal custody of that beneficiary (whether or not court-appointed), and the receipt of the distributee shall discharge my personal representative.

ARTICLE XII

Interpretive Rules

For all purposes of this instrument:

A. Whenever reference is made to the descendants, "per stirpes," of a person, representation shall be calculated from the generation of that person's children, whether or not a child of that person in fact is living at the time of calculation.

B. A person shall be considered "disabled" if a minor, if under legal disability, or if in any condition (whether temporary or permanent) which substantially impairs that person's ability to transact ordinary business.

C. The term "trustee" and any pronoun referring to that term designate the trustee or trustees at any time acting hereunder, regardless of number.

D. The term "lawful guardian" means successively in the order named, (i) the court-appointed conservator of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not court-appointed) where no conservator has been appointed.

NS

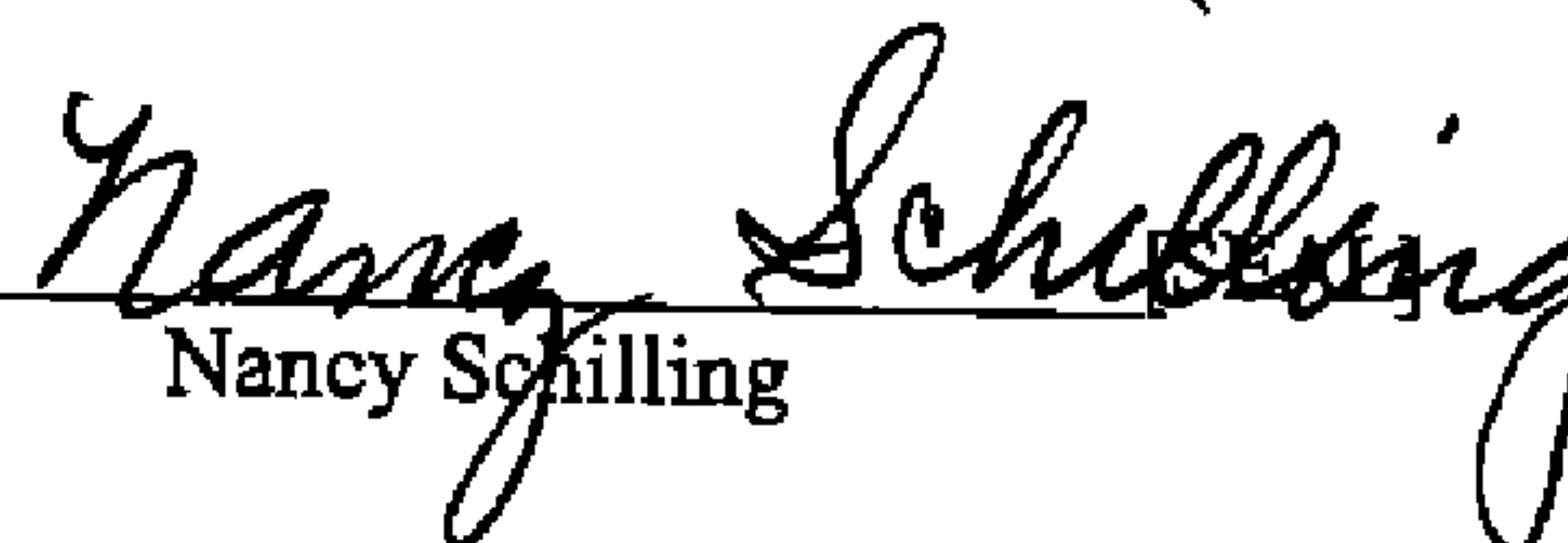
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E. The term "Code" means the Internal Revenue Code of 1986, as from time to time amended.

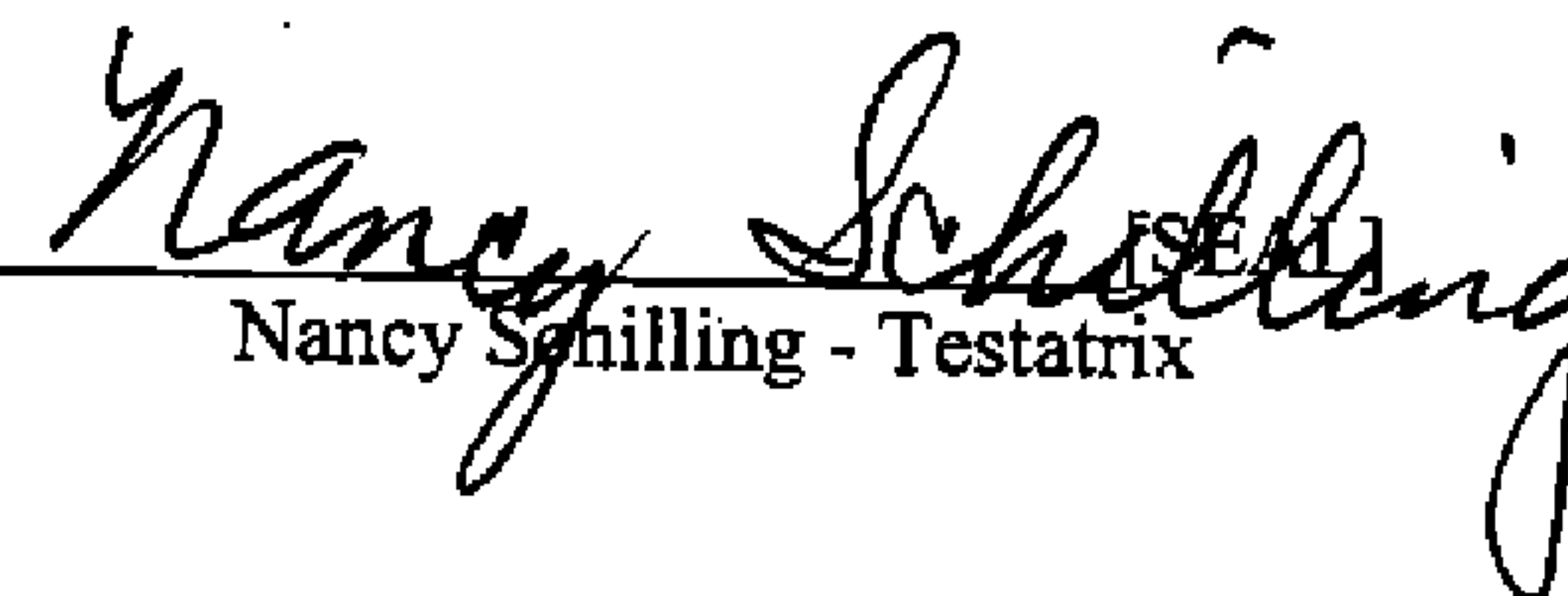
F. All provisions of this instrument relating to the trusts created hereunder shall be governed by and interpreted in accordance with the laws of the State of Alabama.

G. The term "personal representative" means any court-appointed fiduciary or fiduciaries of my estate from time to time qualified and acting in any jurisdiction and shall include "executor" as provided in Ala. Code Section 43-8-1.

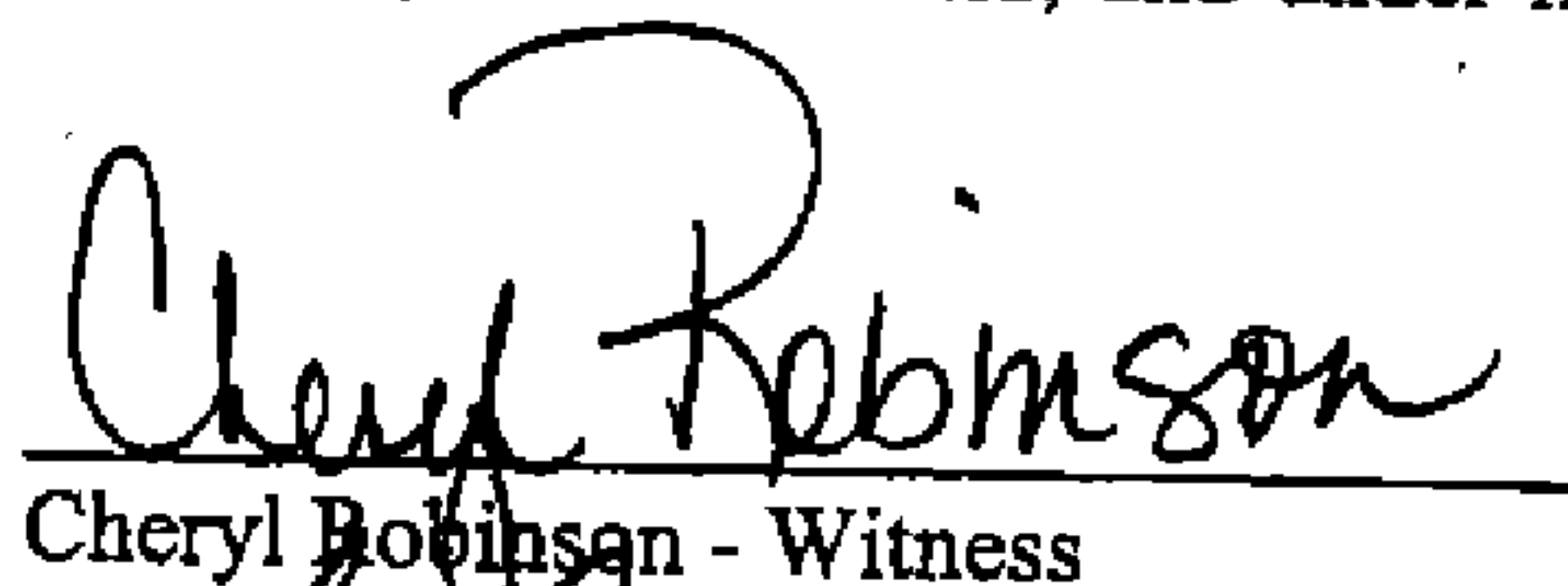
I signed this will on June 12, 2007.


Nancy Schilling

I, Nancy Schilling, the testatrix, sign my name to this instrument this 12th day of June, 2007, 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 (or willingly direct another to sign for me), 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.


Nancy Schilling - Testatrix

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


Cheryl Robinson - Witness


April Johnson - Witness

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STATE OF ALABAMA)
) SS
 COUNTY OF JEFFERSON)

E-210073 - -

Subscribed, sworn to and acknowledged before me by Nancy Schilling, the testatrix, and subscribed and sworn to before me by the foregoing witnesses, Cheryl Robinson and April Johnson, this 12th day of June, A.D., 2007.

SEAL


 NOTARY PUBLIC - Claude M. Moncus
 My Commission expires: 12.28.2007

THIS INSTRUMENT WAS PREPARED BY:
 Claude McCain Moncus
 Corley Moncus, P.C.
 400 Shades Creek Parkway
 Suite 100
 Birmingham, AL 35209

FILED IN OFFICE THIS THE
28th DAY OF October, 20 10
FOR PROBATE AND RECORD.
Alan L. King
JUDGE OF PROBATE

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CERTIFICATE TO THE PROBATE OF WILL

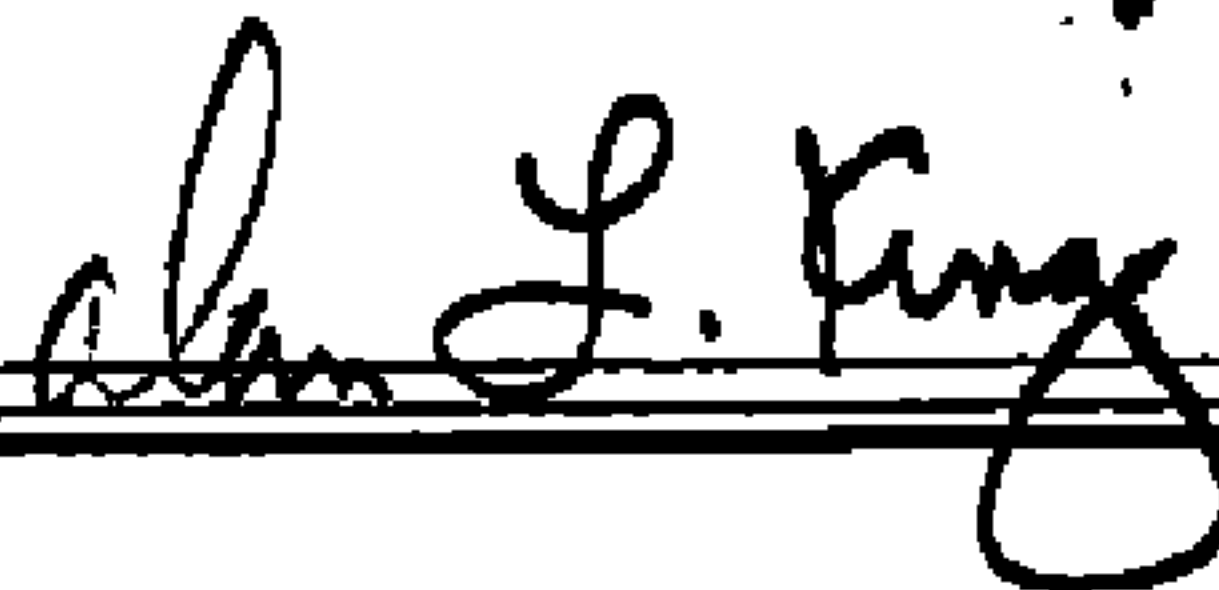
The State of Alabama
JEFFERSON COUNTY

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 has _____ this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament of NANCY SCHILLING ~~AKA NANCY BONNER SCHILLING~~ Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume JR 2889 Page 967-973

In witness of all which I have hereto set my hand, and the seal of the said Court, this date OCTOBER 28, 2010.

PROBATE - 98



_____, Judge of Probate.

IN THE MATTER OF:

THE ESTATE OF:

NANCY SCHILLING AKA
NANCY BONNER SCHILLING
DECEASED

JR 2883 PG 975
IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA
CASE NUMBER 210073

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ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came William Dennis Schilling 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 Nancy Schilling aka Nancy Bonner Schilling, deceased, said will bearing date, June 12, 2007, and attested by Cheryl Robinson, April Johnson, and Claude McCain Moncus; and praying that the same be probated as provided by law; that the petitioner is the son of said deceased, and is named in said Will as executor thereof; and that the next of kin of said deceased are as follows, to-wit: James Albert Schilling, son, Birmingham, Alabama and William Dennis Schilling, son, Birmingham, Alabama, of whom are over nineteen years of age and of sound mind.

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

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 Nancy Schilling aka Nancy Bonner Schilling, 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, October 28, 2010.

Alan L. King
Judge of Probate

IN THE PROBATE COURT FOR JEFFERSON COUNTY, ALABAMA

IN THE MATTER OF:

THE ESTATE OF

NANCY SCHILLING AKA

NANCY BONNER SCHILLING,

deceased.

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CASE NO.

~~5-210078~~PETITION FOR LETTERS TESTAMENTARY
WITHOUT BOND

Comes now the Petitioner, **WILLIAM DENNIS SCHILLING**, and shows this Court the following facts:

1. In the Last Will and Testament of **NANCY SCHILLING AKA NANCY BONNER SCHILLING**, deceased (the "Decedent"), which Will has been or shall be duly probated and admitted to record in this Court, the Petitioner is named as Executor 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 Executor. Under the terms of this Decedent's Will, her Executor is exempted from giving bond as such Executor.

3. The Decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be \$1,800,000.

4. By the terms of said Last Will and Testament, Petitioner is exempt from filing an inventory pursuant to Alabama Code §42-2-311.

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 and without requiring an inventory, as is provided under Item III of said Will and authorized by Alabama Code §43-2-81 and §42-2-311. This Petition does not require verification under the applicable statutes.

Attorney for Petitioner:

Joseph A. Fawal, Esquire

FAWAL & SPINA

1330 - 21st Way South, Suite 200
Birmingham, Alabama 35205
(205) 939-1330

C-210078

William Dennis Schilling
WILLIAM DENNIS SCHILLING

4121 Cloverleaf Drive
Birmingham, AL 35243

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BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, *Oct, 28, 2010*
prayer granted and petition ordered recorded.

Alan L. Ling
JUDGE OF PROBATE

--210078--

BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, and
ordered recorded this the 28th day of October, 2010.

alan L. King
JUDGE OF PROBATE

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LETTERS TESTAMENTARY

IN THE MATTER OF THE ESTATE OF:

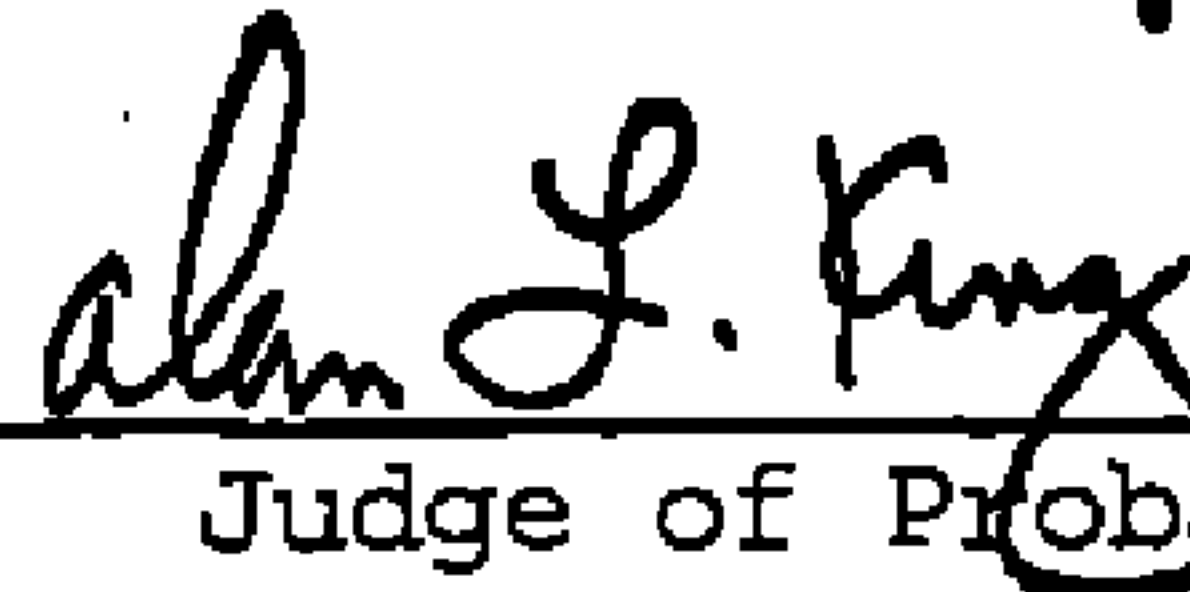
IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMANANCY SCHILLING AKA
NANCY BONNER SCHILLING,

Deceased

CASE NO. 00210073**LETTERS TESTAMENTARY**

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to WILLIAM DENNIS SCHILLING, 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, 28TH day of OCTOBER, 2010.



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, 28TH day of OCTOBER, 2010._____
Chief Clerk

CERTIFICATE TO COPIES

**STATE OF ALABAMA
JEFFERSON COUNTY**

**PROBATE COURT
CASE NO. 210073**

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 OF PROBATE OF WILL, PROOF OF WILL ONE WITNESS, LAST WILL AND TESTAMENT OF NANCY SCHILLING, 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 **NANCY SCHILLING, A/K/A, NANCY BONNER SCHILLING, DECEASED** as the same appears on file and of record, in this office.

Given under my hand and seal of said Court this date,
March 6, 2017.



Judge of Probate

The State of Alabama
Jefferson County
Probate Court

In Re

Fee

PROBATE - 38



Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
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A handwritten signature in black ink, appearing to be "J. W. Fuhrmeister", is written over the typed name of the Probate Judge.