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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning 12/01/11, and ending 11/30/12

Name of foundation HALL-HALLIBURTON FOUNDATION, INC.		A Employer identification number 59-1731934
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 141746	Room/suite	B Telephone number (see instructions) 904-677-9000
City or town, state, and ZIP code GAINESVILLE FL 32614-1746		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,450,918	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)	7,490,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	50	50		
	4 Dividends and interest from securities	22,500	22,500		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from line 7)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	7,512,550	22,550	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	525			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	61			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 3	488	150		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,074	150	0	0
	25 Contributions, gifts, grants paid	162,377			162,377
26 Total expenses and disbursements. Add lines 24 and 25	163,451	150	0	162,377	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,349,099				
b Net investment income (if negative, enter -0-)		22,400			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 4		7,240,000	8,337,500	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule) SEE STATEMENT 5	4,319	113,418	113,418		
14	Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,319	7,353,418	8,450,918		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted	4,319	7,353,418		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	4,319	7,353,418		
	31	Total liabilities and net assets/fund balances (see instructions)	4,319	7,353,418		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,319
2	Enter amount from Part I, line 27a	2	7,349,099
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,353,418
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,353,418

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	12,032	4,319	2.785830
2009	29,574	506	58.446640
2008	95,287	30,724	3.101387
2007	62,867	959	65.554745
2006	105,399	8,927	11.806766

2 Total of line 1, column (d)	2	141.695368
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	28.339074
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	224
7 Add lines 5 and 6	7	224
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	162,377

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	224
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	224
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	224
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	224
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RANDOLPH B. MAHANEY 4495 ROOSEVELT BLVD STE 304, RM 408 Located at ▶ JACKSONVILLE FL ZIP+4 ▶ 32210	Telephone no ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b** X

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RANDOLPH B. MAHONEY P.O. BOX 141746	GAINESVILLE FL 32614-1746	PRESIDENT 5.00	0	0
R. BRUCE SHEALY 8777 SAN JOSE BOULEVARD SUITE 600	JACKSONVILLE FL 32217	VICE PRESIDE 0.50	0	0
FRANCES L. MOULDER 4806 BEEFEATERS ROAD	JACKSONVILLE FL 32210	SECRETARY/TR 5.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	



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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	224
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	224
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	162,377
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	162,377
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	224
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,153

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	79,239			
b From 2007	105,401			
c From 2008	95,287			
d From 2009	29,574			
e From 2010	12,032			
f Total of lines 3a through e	321,533			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 162,377				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	162,377			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	483,910			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	79,239			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	404,671			
10 Analysis of line 9				
a Excess from 2007	105,401			
b Excess from 2008	95,287			
c Excess from 2009	29,574			
d Excess from 2010	12,032			
e Excess from 2011	162,377			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

WILLIAM M. HALL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

RANDOLPH B MAHONEY 904-677-9000
4495 ROOSEVELT BLVD ST 304 RM 408 JACKSONVILLE FL 32210

b The form in which applications should be submitted and information and materials they should include

WRITTEN REQUEST

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF FLORIDA P O BOX 14425 GAINESVILLE FL 32604			PROFESSORSHIP	100,001
BOSTON UNIVERSITY 2445 SAN DIEGO ROAD JACKSONVILLE FL 32207			TUITION	20,000
UNIV OF NORTH FLORIDA 4567 ST JOHNS BLUFF ROAD JACKSONVILLE FL 32256			TUITION	2,376
LAB RETRIEVER RESCUE P O BOX 470169 LAKE MONROE FL 32747			SUPPORT	5,000
K9S FOR WARRIORS 260 S ROSCOE BLVD PONTE VEDRA BEACH FL 3208			SUPPORT	35,000
Total			► 3a	162,377
b Approved for future payment N/A				
Total			► 3b	

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
- (2)** Other assets
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Sign
Here**

Signature of officer or trustee

Date _____

PRESIDENT
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

01/24/13

Firm's name ▶	RALSTON & COMPANY, PA, CPA
Firm's address ▶	8777 SAN JOSE BLVD, BLDG E JACKSONVILLE, FL 32217-4213

PTIN	P00962447
Firm's EIN ▶	59-1514060
Phone no	904-730-0440

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2011

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

HALL-HALLIBURTON FOUNDATION, INC.

59-1731934

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HALL-HALLIBURTON FOUNDATION, INC.	Employer identification number 59-1731934
---	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM M HALL ESTATE 4495 ROOSEVELT BLVD STE 304, RM 408 JACKSONVILLE FL 32210	\$ 7,490,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HALL-HALLIBURTON FOUNDATION, INC.

Employer identification number

59-1731934

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HALLIBURTON CO, 250,000 SHARES	\$ 7,240,000	06/18/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 525	\$	\$	\$
TOTAL	\$ 525	\$ 0	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 61	\$	\$	\$
TOTAL	\$ 61	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
BROKERAGE FEES	150	150		
MISCELLANEOUS	338			
TOTAL	\$ 488	\$ 150	\$ 0	\$ 0

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
HALLIBURTON COMPANY	\$	\$ 7,240,000	COST	\$ 8,337,500
TOTAL	\$ 0	\$ 7,240,000		\$ 8,337,500

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MERRILL LYNCH BANK DEPOSIT PROGRAM	\$ 4,319	\$ 113,418	COST	\$ 113,418
TOTAL	\$ 4,319	\$ 113,418		\$ 113,418

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
WILLIAM M. HALL	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

<u>Description</u>
WRITTEN REQUEST

Form 990-PF, Part XV, Line 2c - Submission Deadlines

<u>Description</u>
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

<u>Description</u>
NONE

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
INTEREST ON SAVINGS	\$ 50		14		
TOTAL	\$ 50				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
MERRILL LYNCH	\$ 22,500		14		
TOTAL	\$ 22,500				

**FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL**

238 Ponte Vedra Park Drive, Ste 104
Ponte Vedra Beach, Florida 32082
(904) 280-1533

PURCELL, FLANAGAN, HAY & GREENE, P.A.

1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355

961687 Gateway Boulevard, Ste 201B
Amelia Island, Florida 32034
(904) 277-2788

**FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL**

I, **WILLIAM M. HALL**, residing and domiciled in Duval County, Florida, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated September 2, 2010.

ITEM I.

I hereby add the following new subparagraph 3.f. to immediately follow subparagraph 2.e. of Paragraph A of Article IV of my Will:

"f. I forgive all indebtedness owed to me by **RANDOLPH B. MAHONEY** at the time of my death, if he survives me. If **RANDOLPH B. MAHONEY** shall not survive me, this gift shall lapse."

ITEM II.

I hereby delete subparagraph 5 of Paragraph A of Article IV of my Will in its entirety and replace it with the following:

"5. Frances L' Engle Moulder.

a. One Hundred Thousand (100,000) shares of Halliburton Company common stock (or any successor entity thereto) if owned by me at my death shall be distributed to **FRANCES L' ENGLE MOULDER**, if she survives me. If **FRANCES L' ENGLE MOULDER** shall not survive me, this gift shall lapse.

~~b. I forgive all indebtedness owed to me by **FRANCES L' ENGLE MOULDER** at the time of my death, if she survives me. If **FRANCES L' ENGLE MOULDER** shall not survive me, this gift shall lapse."~~

ITEM III.

I hereby add the following new subparagraph 8 to immediately follow subparagraph 7 of Paragraph A of Article IV of my Will:

"8. Uninsured Almours Group, LLC.

I forgive all indebtedness owed to me by Uninsured Almours Group, LLC, a Florida limited liability company (or any successor entity thereto), if such entity is in existence at the time of my death, but if not, this gift shall lapse."

ITEM IV.

In all other respects, I do hereby ratify, reaffirm, republish, and redeclare my Last Will and Testament dated September 2, 2010.

IN WITNESS WHEREOF, I, WILLIAM M. HALL, sign and declare this instrument as my First Codicil to Last Will and Testament in the presence of the persons witnessing and attesting it, at my request, this 23 day of November, 2010.

William M. Hall
WILLIAM M. HALL

The foregoing instrument was signed and declared by WILLIAM M. HALL, as his First Codicil to Last Will and Testament, in the presence of us, the undersigned, who at his request, do attest as witnesses, after WILLIAM M. HALL signed his name thereto, in his presence and in the presence of each other.

DATED this 23rd day of November, 2010.

James T. Frazier of Jacksonville, FL
Clarence F. Frazier
Elizabeth B. Hounnax of Jacksonville, Florida

STATE OF FLORIDA

COUNTY OF Duval

I, WILLIAM M. HALL, declare to the officer taking my acknowledgment of this instrument, and to the subscribing witnesses, that I signed this instrument as the First Codicil to my will.

William M. Hall
WILLIAM M. HALL

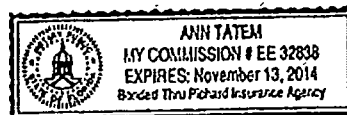
We, Clarence F. Frazier and Elizabeth B. Flournoy, have been sworn by the officer signing below, and declare to that officer on our oaths that WILLIAM M. HALL declared the instrument to be the First Codicil to his will and signed it in our presence and that we each signed the instrument as a witness in the presence of WILLIAM M. HALL and of each other.

Clarence F. Frazier
Witness

Elizabeth B. Flournoy
Witness

Acknowledged and subscribed before me by WILLIAM M. HALL, ☒ who is personally known to me or ☐ who produced _____ as identification, and sworn to and subscribed before me by the witnesses, Clarence F. Frazier, ☒ who is personally known to me or ☐ who produced _____ as identification, and Elizabeth B. Flournoy, ☒ who is personally known to me or ☐ who produced _____ as identification, and subscribed by me in the presence of the testator and the subscribing witnesses all on this 23rd day of November, 2010.

Ann Tatem
Signature of Officer
(Print, type, or stamp commissioned name and affix official seal)



SECOND CODICIL
TO
LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL

JOHN S. WINKLER, P.A.
2515 OAK STREET
JACKSONVILLE, FLORIDA 32204
(904)384-9918

SECOND CODICIL
TO
LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL

I, WILLIAM M. HALL, residing and domiciled in Duval County, Florida, do hereby make, publish and declare this to be the Second Codicil to my Last Will and Testament dated September 2, 2010.

ITEM I.

I hereby add the following new subparagraph 9. to immediately follow subparagraph 8. of Paragraph A of Article IV of my Will:

"9. Clarence F. "Bud" Frazier.

I forgive all indebtedness owed to me by CLARENCE F. "BUD" FRAZIER at the time of my death, if he survives me. If CLARENCE F. "BUD" FRAZIER shall not survive me, this gift shall lapse."

ITEM II.

In all other respects, I do hereby ratify, reaffirm, republish, and redeclare my Last Will and Testament dated September 2, 2010, as amended by my First Codicil to Last Will and Testament dated November 23, 2010.

IN WITNESS WHEREOF, I, WILLIAM M. HALL, sign and declare this instrument as my Second Codicil to Last Will and Testament in the presence of the persons witnessing and attesting it, at my request, this 4th day of February, 2011.


WILLIAM M. HALL

The foregoing instrument was signed and declared by WILLIAM M. HALL, as his Second Codicil to Last Will and Testament, in the presence of us, the undersigned, who at his request, do attest as witnesses, after WILLIAM M. HALL signed his name thereto, in his presence and in the presence of each other.

DATED this 4th day of February, 2011.

W. J. McMillan of Orange Park FL
Stander Parks of Jacksonville FL

STATE OF FLORIDA

COUNTY OF DUVAL

I, WILLIAM M. HALL, declare to the officer taking my acknowledgment of this instrument, and to the subscribing witnesses, that I signed this instrument as the Second Codicil to my will.

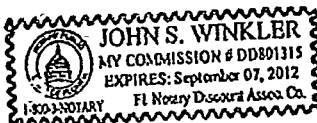
William M. Hall
WILLIAM M. HALL

We, JENNIFER WILSON and SANDRA PARKS, have been sworn by the officer signing below, and declare to that officer on our oaths that WILLIAM M. HALL declared the instrument to be the Second Codicil to his will and signed it in our presence and that we each signed the instrument as a witness in the presence of WILLIAM M. HALL and of each other.

Jennifer Wilson
Witness

Sandra Parks
Witness

Acknowledged and subscribed before me by WILLIAM M. HALL, who is personally known to me or produced N/A as identification, and sworn to and subscribed before me by the witnesses, JENNIFER WILSON, who is personally known to me or who produced N/A as identification, and SANDRA PARKS, who is personally known to me or who produced N/A as identification, and subscribed by me in the presence of the testator and the subscribing witnesses all on this 4th day of February, 2011.



John S. Winkler
Signature of Officer
(Print, type, or stamp commissioned name and affix official seal)
JOHN S. WINKLER, NOTARY PUBLIC

SEPARATE WRITING IDENTIFYING GIFTS OF TANGIBLE PERSONAL PROPERTY

By this separate writing, referred to in my last will and testament, I give the following items of my tangible personal property to the persons named below, if they survive me, and if not, the gift shall be void:

<u>Name</u>	<u>Description of Gift</u>	<u>Location</u>
1. Elaine H. Dunn	All women's jewelry located in my safe deposit box	Safe deposit box
2. Elaine H. Dunn	Ship's clock	Located in my residence at 4212 Ortega Forest Drive Jacksonville, Florida or my office building located at 3442 LakeShore Blvd. Jacksonville, Florida
3. Elaine H. Dunn	Desk set	Office building located at 3442 LakeShore Blvd. Jacksonville, Florida
4. Emly Benham Purcell	2000 Mercedes Benz E320 4D station wagon (automobile)	per title & bill of sale
5. Randolph B. Mahoney	2006 Porsche 911 Carrera 4S automobile 1992 Acura NSX automobile 1978 El Camino truck 1965 1956 Ferrari 275 GTS 1997 Porsche Boxster 2002 Ferrari Maranello 575M	
6. Tine Daniels	Any motor vehicle owned by me that she is customarily driving at the time of my death	per title & bill of sale

William M. Hall
WILLIAM M. HALL
Date: 2 Sept 2000

**LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL**

238 Ponte Vedra Park Drive, Ste 104
Ponte Vedra Beach, Florida 32082
(904) 280-1533

PURCELL, FLANAGAN, HAY & GREENE, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355

961687 Gateway Boulevard, Ste 201B
Amelia Island, Florida 32034
(904) 277-2788

LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL

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**LAST WILL AND TESTAMENT
OF
WILLIAM M. HALL**

I, WILLIAM M. HALL, residing and domiciled in Duval County, Florida, being of sound and disposing mind and memory, and desiring to make adequate provision for disposition of my property, do hereby make, declare, and publish this to be my Last Will and Testament, revoking all wills and codicils previously made by me.

**ARTICLE I
DEBTS, EXPENSES AND TAXES**

A. Payment of Debts and Expenses. I direct the Personal Representative to pay my legally enforceable debts, including the expenses of my last illness and of my funeral, in the order and manner prescribed by law. All costs of safeguarding, insuring, packing, and storing my tangible personal property prior to its distribution, and the cost of delivering each item, shall be deemed to be expenses of administration of my estate.

B. Encumbered Property. In the event that any property or interest in property passing under this will or by operation of law or otherwise by reason of my death shall be encumbered by a 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 by my estate but that the devisee, legatee, joint owner taking by survivorship, or beneficiary shall take such property or interest in property subject to all encumbrances existing at the time of my death.

C. Payment of Taxes. All estate, inheritance, and other death taxes (including interest and penalties, if any), payable in any jurisdiction by reason of my death shall be paid in the manner provided by the Florida apportionment statute in effect at the date of my death.

**ARTICLE II
DISPOSITION OF TANGIBLE PERSONAL PROPERTY**

I give certain items of my tangible personal property owned by me at the time of my death in the manner described in the last dated writing made for this purpose, signed by me and in existence at the time of my death. If no such writing is found and properly identified by my Personal Representative within sixty (60) days of qualification, it shall be conclusively presumed that no such writing exists. All of the rest of my tangible personal property which I may own at my death (or all of such property in the event there is no such writing at my death), except such property as may be used in the operation of a business, but including any household furniture and furnishings, fixtures and appliances, automobiles, boats, books, pictures, jewelry, art objects, collections, wearing apparel, together with insurance thereon, and other articles of household or personal use or ornament

(and lapsed gifts described in the above-mentioned writing), except as otherwise disposed of under this instrument, shall be distributed as part of my residuary estate.

ARTICLE III
EXERCISE OF POWER OF APPOINTMENT

I declare that I do not by this will intend to exercise any power of appointment.

ARTICLE IV
RESIDUARY ESTATE

I give and devise the remainder of my estate not otherwise effectively disposed of, including all lapsed and void gifts, but excluding any property over which I have power of appointment, as follows:

A. Specific Gifts. The following gifts shall be made to the following individuals.

1. Margaret A. and Dale B. Purcell.

a. Any and all promissory notes or notes receivable, together with accrued interest, due me from Huckins Yacht Corporation (or any successor entity thereto) shall be distributed to MARGARET A. PURCELL and DALE B. PURCELL, or all to the survivor. If neither MARGARET A. PURCELL nor DALE B. PURCELL survives me, this gift shall lapse.

b. I forgive all indebtedness owed to me by MARGARET A. PURCELL and DALE B. PURCELL, individually or jointly, at the time of my death. If neither MARGARET A. PURCELL nor DALE B. PURCELL survives me, this gift shall lapse.

c. Any stock owned by me at the time of my death in Huckins Yacht Corporation (or any successor entity thereto) shall be distributed to MARGARET A. PURCELL and DALE B. PURCELL, or all to the survivor. If neither MARGARET A. PURCELL nor DALE B. PURCELL survives me, this gift shall lapse.

d. Any interest I own at my death in the real property referred to as the "Pink Palace," located at 3456 Lakeshore Boulevard, Jacksonville, Florida, more particularly described as:

Lot 4, Block 200, of LAKESIDE PARK, a subdivision of the John H. McIntosh Grant, according to plat thereof recorded in Plat Book 3, page 11, of the current public records of Duval County, Florida.

TOGETHER with any and all riparian rights thereunto belonging or in anywise appertaining

including all contents, furniture and furnishings located therein shall be distributed to MARGARET A. PURCELL and DALE B. PURCELL, or all to the survivor. If neither MARGARET A. PURCELL nor DALE B. PURCELL survives me, this gift shall lapse.

2. Emly Benham Purcell.

a. Any stock owned by me at the time of my death in Emly Benham, Inc., a Florida corporation (or any successor entity thereto), shall be distributed to EMLY BENHAM PURCELL, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

b. Any interest I own at my death in my residence located at 4214 Ortega Forest Drive, Jacksonville, Florida, more particularly described as:

Lot Eleven (11), Block One (1), Ortega Forest, Unit No. 1,
according to plat recorded in Plat Book 19, pages 22, 22A and 22B,
current public records of Duval County, Florida

including all contents, furniture and furnishings located therein, and any automobiles that are parked, garaged or housed therein at the time of my death, except as may be otherwise specifically devised hereunder or pursuant to a separate writing under Article II, shall be distributed to EMLY BENHAM PURCELL, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

c. Any interest owned by me at the time of my death in Emly Benham Investments, LLC, a Florida limited liability company (or any successor entity thereto), shall be distributed to EMLY BENHAM PURCELL, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

d. Any interest owned by me at the time of my death in N Town Investments, LLC, a Florida limited liability company (or any successor entity thereto), shall be distributed to EMLY BENHAM PURCELL, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

e. I forgive all indebtedness owed to me by EMLY BENHAM PURCELL at the time of my death, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

f. One Hundred Thousand (100,000) shares of Halliburton Company common stock (or any successor entity thereto) if owned by me at my death shall be distributed to EMLY BENHAM PURCELL, if she survives me. If EMLY BENHAM PURCELL shall not survive me, this gift shall lapse.

3. Randolph B. Mahoney.

a. Any interest I own at my death in motor vessel "Pluto," a 1980 fifty-four foot (54') Huckins Sportcruiser, U.S. Coast Guard Documentation number 623239, shall be distributed to RANDOLPH B. MAHONEY, if he survives me. If RANDOLPH B. MAHONEY shall not survive me, this gift shall lapse.

b. Any interest I own at my death in the real property located at 3442 Lakeshore Boulevard, Jacksonville, Florida, more particularly described as:

PURCELL, FLANAGAN, HAY & GREENE, P.A.
JACKSONVILLE FLORIDA

Lot 5, Block 200, LAKESIDE PARK, according to the plat thereof recorded in Plat Book 3, Page 11 of the current public records of Duval County, Florida

SUBJECT TO Declaration of Restrictions as recorded in Official Records Volume 4234, Page 485 of the current public records of Duval County, Florida

as well as the furniture, furnishings and fixtures located therein, and any automobiles that are parked, garaged or housed thereon at the time of my death, except as may be otherwise specifically devised hereunder or pursuant to a separate writing as provided under Article II, shall be distributed to RANDOLPH B. MAHONEY, if he survives me. If RANDOLPH B. MAHONEY shall not survive me, this gift shall lapse.

c. One Hundred Thousand (100,000) shares of Halliburton Company common stock (or any successor entity thereto) if owned by me at my death shall be distributed to RANDOLPH B. MAHONEY, if he survives me. If RANDOLPH B. MAHONEY shall not survive me, this gift shall lapse.

d. Any ownership interest I own at my death in The Uninsured Almours Group, LLC, a Florida limited liability company (or any successor entity thereto) shall be distributed to RANDOLPH B. MAHONEY, if he survives me. If RANDOLPH B. MAHONEY shall not survive me, this gift shall lapse.

e. Any interests owned by me at my death in any petroleum royalty interests shall be distributed to RANDOLPH B. MAHONEY, if he survives me. If RANDOLPH B. MAHONEY shall not survive me, this gift shall lapse.

4. Elaine H. Dunn.

One Hundred Thousand (100,000) shares of Halliburton Company common stock (or any successor entity thereto) if owned by me at my death shall be distributed to ELAINE H. DUNN, if she survives me. If ELAINE H. DUNN shall not survive me, this gift shall lapse.

5. Frances L' Engle Moulder.

One Hundred Thousand (100,000) shares of Halliburton Company common stock (or any successor entity thereto) if owned by me at my death shall be distributed to FRANCES L' ENGLE MOULDER, if she survives me. If FRANCES L' ENGLE MOULDER shall not survive me, this gift shall lapse.

6. Household Help.

An amount equivalent to the prior twelve months payments made to an individual for his or her services rendered shall be distributed to each such individual rendering services to my household and employed by me at my death. If no such persons are then employed, this gift shall lapse.

7. Mamie Davis.

The sum of One Hundred Fifty Thousand Dollars (\$150,000) shall be held in trust by the Trustee hereafter named under the terms of the "Mamie Davis Trust" created hereunder, if MAMIE DAVIS survives me. If MAMIE DAVIS shall not survive me, this gift shall lapse.

B. Distribution of Residue. The remainder of my estate, after the payments as directed herein, shall be distributed to the Trustee of the WILLIAM M. HALL, JR. FOUNDATION, INC., a charitable foundation, so long as that foundation is in existence and is a charitable organization, the contributions to which would be deductible for federal income, gift or estate tax purposes. If such organization is not then in existence or is not a charitable organization as defined above, then in that event the remainder of the trust estate, after payments as directed herein, shall be distributed to the Trustee of THE COMMUNITY FOUNDATION, JACKSONVILLE, FLORIDA, a charitable foundation, so long as that foundation is in existence and is a charitable organization, the contributions to which would be deductible for federal income, gift or estate tax purposes. In the event that neither of the above organizations is in existence and exempt from taxation as outlined above, I direct my Trustee to select one or more charitable organizations, the contributions to which would be deductible for federal income, gift or estate tax purposes, as residuary beneficiary under this instrument.

ARTICLE V
MAMIE DAVIS TRUST

The Trustee shall hold in trust, invest and reinvest any property designated to be held hereunder and apply the principal and income thereof, as follows:

A. Administration of Trust During Lifetime. During the lifetime of MAMIE DAVIS, the Trustee shall pay the sum of Ten Thousand Dollars (\$10,000) annually to MAMIE DAVIS, such amount to be distributed to her in equal monthly installments on the first day of each month, beginning with the month following my death. These payments shall first be distributed from income and then from principal when income is insufficient to make such payment. Any net income not distributed shall be periodically added to and commingled with the principal of this trust.

B. Distribution Upon Mamie Davis' Death. Upon the death of MAMIE DAVIS, the trust shall terminate and the remaining trust estate shall be distributed in accordance with the terms of Paragraph B of Article IV of this instrument.

ARTICLE VI
TRUST ADMINISTRATIVE PROVISIONS

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

A. Facilitation of Payments. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the Trustee is incapable of properly managing his or her financial affairs, then the Trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the Trustee

for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. Determination of Incapacity. Any Trustee or beneficiary shall be deemed incapacitated and incompetent if the Trustee (or the successor Trustee, if applicable) receives written proof that (1) the individual has been adjudicated as incompetent with regard to the management of his or her financial affairs by a court of competent jurisdiction in the state in which such individual resides, (2) a guardian of the person or estate of such individual shall have been appointed with regard to the management of such individual's financial affairs by a court of competent jurisdiction in the state in which such individual then resides, or (3) a physician licensed to practice under the laws of the state in which such individual then resides certified to the Trustee (or the successor Trustee, if applicable) at the pertinent time and for any pertinent period of time, that such individual is for any cause unable properly to care for himself or herself or his or her property. The Trustee shall be under no duty to institute any inquiry into a Trustee's or beneficiary's possible incapacity, but the expense of any such inquiry, reasonably instituted, may be paid from the trust estate.

C. Accrued Income. Except as otherwise provided in this instrument, all 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.

D. Spendthrift Clause. Except as otherwise provided by law, none of the principal or income of the trusts created hereunder shall be subject to anticipation, assignment, mortgage, or pledge, whether voluntary or involuntary, by any beneficiary or to the interference or control of any creditor of a beneficiary, or any spouse for alimony or support, and shall not be reached by any legal or equitable or other process, including bankruptcy proceedings, in satisfaction of any debt or liability of a beneficiary prior to receipt by the beneficiary; but all payments of principal and income as provided herein shall be made by the Trustee to the beneficiaries designated in accordance with the provisions of the trusts herein provided. A beneficiary's interest in each trust created hereunder is subject to this spendthrift provision as governed by Section 736.0502, Florida Statutes.

E. Elections. The Trustee shall make such elections under the tax laws as the Trustee deems advisable, without regard to the relative interests of the beneficiaries. No adjustment shall be made between principal and income or in the relative interests of the beneficiaries to compensate for the effect of elections under the tax laws made by the Trustee or my personal representative.

F. Underproductive Property. No statute with respect to underproductive property shall apply to any trust created hereunder. Except as otherwise provided herein, the Trustee is authorized to hold underproductive assets that are contributed to the trust or are part of my estate, and to pay the cost of carrying that property from income. No distributions are to be made in lieu of income from that property, no income is to be charged against the proceeds of that property and all net proceeds are to be treated as principal.

G. Distributions to Incapacitated and Minor Beneficiaries. If any share of the trusts created herein becomes distributable to a beneficiary who is incompetent or under the age of twenty-one (21) years, such share shall vest and the Trustee, in the Trustee's discretion, shall retain possession of such share while such beneficiary is incompetent or under the age of twenty-one (21) years. In the meantime, the Trustee shall use or expend and apply so much of the income and principal of each such share as the Trustee deems necessary or desirable for the education, support and maintenance in health and reasonable comfort of each such beneficiary, adding any income not so used to principal at the end of each calendar year. If any such beneficiary dies before attaining the age of twenty-one (21) years or becoming competent, the remaining principal and income of his or her share shall be distributed to his or her estate. The Trustee shall hold and administer each retained share in accordance with the powers of investment and administration provided herein for the operation of trusts generally.

H. Distributions to Beneficiaries Receiving Governmental Assistance. Notwithstanding any provision of this instrument to the contrary, I direct that the Trustee make no payment or application of income and/or principal to or for the benefit of a beneficiary hereunder, if the Trustee, in the Trustee's absolute discretion, believes that such payment or application may or will jeopardize or impair a beneficiary's receipt of or entitlement to any governmental assistance benefits including, but not limited to, housing allowances, disability, supplemental security income, and/or Medicaid. Rather, it is my direction that the Trustee use the funds of this trust: (i) to provide any such beneficiary with a better standard of living and degree of health care than he or she could obtain solely on the basis of such governmental assistance, supplementing same; and (ii) to provide for the entertainment, luxury items, travel, education, hobby, and special need of such beneficiary over and above that given by such governmental assistance.

I. Qualified Subchapter S Trust. If at any time any trust created hereunder should hold stock in an S corporation and if my Trustee does not intend to make an election for the trust to be treated as an electing small business trust pursuant to Code Section 1361(e), then notwithstanding anything herein to the contrary, the Trustee shall hold the S corporation stock in substantially separate and independent shares, divided on a per stirpital basis among the beneficiaries then entitled to receive income from the trust. Each separate and independent share shall have only one income beneficiary, and the Trustee shall pay to or for the benefit of such beneficiary all of the net income of such share, quarterly or at more frequent intervals. In addition, any distributions of principal from such share as otherwise provided therein shall be distributed only to the income beneficiary of such share. It is my intent by this provision to create one or more qualified subchapter S trusts within the meaning of Code Sections 1361(c) and (d) and the regulations promulgated thereunder, and this instrument shall be construed in a manner which is consistent with this expressed intent. In all other respects, the separate and independent shares shall be held and distributed as provided herein.

J. Trust Incorporation for Invalid Transfers. If at any time, for any reason, a court of competent jurisdiction shall declare a transfer of a gift as provided in this instrument to the trustee of any trust created in another instrument to be invalid, then I direct that such gift shall be held, managed, invested and reinvested in exactly the same manner described in said instrument, to be managed by the same trustee or the successor therein named. Thus, for those purposes I do hereby incorporate that same instrument, by reference hereto, into this instrument.

K. Charitable Gifts. If I make any gift hereunder that is deductible as a charitable transfer for Federal estate tax purposes, I direct that each such gift shall be made to the extent possible from property that constitutes the right to "income in respect of a decedent" within the meaning of Code Section 691(a) not otherwise specifically disposed of hereunder but only to the extent, if any, that funding such gift with such income does not cause that income to be included in the gross income of my estate.

ARTICLE VII

TRUSTEE'S POWERS

In the administration of any trusts created hereunder, the Trustee shall be governed by the provisions of Sections 736.0815 and 736.0816, Florida Statutes, in effect at the time of execution of this instrument that are not in conflict with this instrument and shall have all additional powers and protection granted by statute to trustees at the time of application that are not in conflict with this instrument. In addition and not in limitation of any common law or statutory authority, the Trustee shall have the powers enumerated below, all of which shall be exercisable in the Trustee's discretion and without authorization or confirmation by any court or other person being required. The Trustee may have duties and responsibilities in addition to those described in this instrument. If the Trustee has questions, the Trustee should obtain legal advice.

A. Power to Manage. To manage, control, exchange, sell, rent, lease, convey, deed, mortgage, encumber, lien, pledge, grant options to purchase, transfer, dispose, or otherwise deal with any trust assets of any kind, real, personal, or mixed, in such manner and on such terms without limit as to time as the Trustee may deem advisable, even for terms beyond the expected term of any trust, and to execute and deliver instruments and to take or cause to be taken all action deemed necessary or proper in connection with this power.

B. Power to Invest. To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, partnership interests (whether general, special, or limited), or other securities or property, real or personal, including partial interests, such as life estate, term or remainder interests, without being limited by any statute or rule of law governing investments by trustees.

C. Power to Borrow. To borrow money at interest rates then prevailing from any individual, institution, or other source, irrespective of whether any such individual or institution is then acting as Trustee, upon such terms as the Trustee shall deem necessary or convenient in the administration of the trust, and to create security interests in the trust property by mortgage, pledge, or otherwise. No lender shall be bound to see or be liable for the application of the proceeds, and the Trustee shall not be personally liable, but each such loan shall be payable only out of the assets of the trust.

D. Powers Related to Securities. To buy, sell, and trade in securities of any nature (including "short" sales) and including puts, calls, straddles, and other options, covered and uncovered, of every kind and nature, on margin, and for such purpose to maintain and operate margin accounts with brokers, and to pledge any securities held or purchased by the Trustee with such brokers as security for loans and advances made to the Trustee.

E. Power to Allocate, Divide, Distribute, and Consolidate Trusts. Except as specifically provided to the contrary herein, to make any allocation, division or distribution required under the terms of any trust hereunder in kind or in money or partly in each, and to determine the value of any property so allocated, divided, or distributed. Shares of any trust hereunder need not be satisfied by distribution of undivided shares in the trust assets. The value of any share to be distributed may be of entire properties or undivided shares. The selection and distribution of assets by the Trustee shall be binding and conclusive upon all parties and shall not be subject to question by any beneficiary. The Trustee may consolidate any separate trust with any other trust with substantially the same provisions for the same beneficiary or beneficiaries. The Trustee may commingle for investment purposes the property of the trust with property of any other trust, allocating to each an undivided interest in the commingled property.

F. Power to Retain Investments. To retain for any period of time without limitation, and without liability for loss or depreciation in value, any property transferred to the Trustee, including partnership interests (whether general, special, or limited), even though the Trustee could not properly purchase the property as a trust investment and though its retention might violate principles of investment diversification.

G. Power to Lend. To lend money to my personal representative, with or without security, and to purchase property from my personal representative and retain such property for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, lack of productivity, or lack of diversification. The propriety of the purchase, the nature and amount of such assets purchased, and the ascertaining of fair market value, shall be solely within the discretion of the Trustee, and the Trustee shall incur no liability as a result of such purchase or purchases, even though such assets are not investments in which trustees are authorized by law or any rule of court to invest.

H. Power to Deal With Life Insurance. With regard to all policies of insurance that are payable to any trust created hereunder (i) to execute and deliver receipts and other instruments and take such action as may be appropriate to obtain possession and control of the policies, and (ii) to execute and file proofs of claim required to collect the proceeds of insurance policies. The receipt of the Trustee shall constitute full acquittance to insurance companies for all proceeds so paid.

I. Power to Sell. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, grant or exercise options to buy, convey, transfer, exchange, or lease (for a term within or extending beyond the term of the trust) any real or personal property of the trust, and to partition, dedicate, grant easements in or over, subdivide, improve, and remodel, repair, or raze improvements on any real property of the trust, and in general to deal otherwise with the trust property in such manner, for such prices, and on such terms and conditions as any individual might do as outright owner of the property.

J. Power to Vote. To exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities; 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.

K. Powers as to Title. 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.

L. Power to Pay Expenses and Employ Agents. To pay all expenses incurred in the administration of the trust, including reasonable compensation to any Trustee, and to employ or appoint and pay reasonable compensation to accountants, depositaries, investment counsel, attorneys, attorneys-in-fact, and agents (with or without discretionary powers).

M. Power to Deal with Fiduciaries. 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.

N. Power to Compromise Claim. To compromise or abandon any claim in favor of or against the trust.

O. Power to Receive Property. To receive any property, real or personal, to be added to the trust, by lifetime or testamentary transfer or otherwise.

P. Power to Execute Instruments. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against the trust property and containing provisions excluding personal liability.

Q. Power to Perform. To perform all other acts necessary for the proper management, investment, and distribution of the trust property.

R. Power to Disclaim. To disclaim any interest in property which would otherwise pass to the trust.

S. Powers Generally. The powers granted in this article shall be in addition to those granted by law and 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.

T. Waiver of Bond, Qualification, and Accounting. 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, in the absence of an allegation of breach of trust, account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

U. Third Party Reliance. The Trustee's exercise or nonexercise of powers and discretions in good faith shall be conclusive on all persons. No bank, savings association, trust company, brokerage firm, transfer agent, grantee, purchaser, or other person dealing with the Trustee shall have a duty to inquire into the existence of facts upon which the Trustee's power or authority depends, the continued existence of the power, the expediency of the transaction, the proper application of the proceeds or other consideration, or the proper exercise of the power, nor shall any such third person be liable for relying on this instrument. A certificate signed by any Trustee acknowledged before a notary public shall be conclusive evidence upon all persons

and for all purposes of the facts stated in the certificate respecting the terms of this instrument, the identity of the Trustee or Trustees who, from time to time, are serving and the property constituting the trust estate. The certificate of the Trustee that the Trustee is acting in compliance with this instrument shall fully protect all persons dealing with the Trustee.

ARTICLE VIII PROVISIONS RELATING TO TRUSTEESHIP

A. Appointment of Trustee. I nominate and appoint RANDOLPH B. MAHONEY as Trustee of the Mamie Davis Trust, if created under this instrument, to serve without bond. Upon the death, incapacity, or failure to serve of RANDOLPH B. MAHONEY, I appoint EMLY BENHAM PURCELL as successor Trustee.

B. Resignation of Trustee. Any Trustee may resign at any time by giving thirty (30) days' written notice to the Trustee or Co-Trustees then serving, otherwise to each beneficiary to whom the current trust income may or must then be distributed. If no provision is made herein for a further successor, a majority of the current income beneficiaries may then appoint a successor Trustee, which may be any Corporate Trustee. If a successor Trustee is not appointed within thirty (30) days, the resigning Trustee, or if none, any interested party may petition a court of competent jurisdiction to appoint a successor.

C. Successor Trustee's Powers and Liability. Any successor Trustee shall have all of the title, powers, and discretion granted to the original Trustee, without court order or act of transfer, but shall be responsible and accountable only for those assets under the Trustee's control and custody. No successor Trustee shall be personally liable for any act or failure to act of a predecessor Trustee, and shall have no duty to investigate or inquire into the acts of a former Trustee. A successor Trustee may accept the account furnished, if any, and the property received by or for a predecessor Trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor Trustee.

D. Corporate Trustee. A "Corporate Trustee" means any financial institution with trust powers. 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 manner reorganized or reincorporated, the resulting or transferee corporation shall become Trustee in place of its corporate predecessor. Any Corporate Trustee shall receive compensation for its services in accordance with its schedule of fees in effect when such services are performed. The Corporate Trustee shall receive such compensation without regard to any compensation paid to any individual Trustee. If at any time a Corporate Trustee is serving, such Corporate Trustee may be removed, with or without cause, and replaced with another Corporate Trustee, by a majority of any individual Co-Trustees then serving, or if none, by a majority of the beneficiaries entitled to current distributions of income. This provision shall not prevent the removal or replacement of a Corporate Trustee in accordance with a power otherwise expressly granted to anyone under the terms of this instrument, and such specific power and authority shall prevail over this power to replace a Corporate Trustee.

ARTICLE IX
APPOINTMENT OF PERSONAL REPRESENTATIVE

A. Appointment of Personal Representative. I appoint the following individuals, in the order named, as Personal Representative of my estate:

1. **RANDOLPH B. MAHONEY** shall serve as Personal Representative of my estate.

2. If **RANDOLPH B. MAHONEY** fails or ceases to serve, then **EMLY BENHAM PURCELL** shall serve as successor Personal Representative of my estate.

3. I direct that no bond be required for the faithful performance of my Personal Representative's or successor Personal Representative's duties. Any successor Personal Representative shall serve with all the powers, discretions, and immunities herein granted to my Personal Representative.

B. Personal Representative's Powers and Discretions. My Personal Representative, and the successors and parties serving in my Personal Representative's stead, shall be governed by the provisions of Sections 733.612, 736.0815 and 736.0816, Florida Statutes, in effect at the time of execution that are not in conflict with this will, as well as all additional powers and protection granted by statute to personal representatives and trustees at the time of application that are not in conflict with this will. In addition and not in limitation of any common law or statutory authority, and without application to any court, my Personal Representative shall have the powers and discretion described below to be exercised in my Personal Representative's absolute discretion:

1. Disposition of Assets. With regard to both real and personal property, for the purpose of obtaining funds for payment of taxes, claims, and the costs of administration, payment of bequests, and making distributions, conversion into cash, management of the property, and for every other proper purpose, my Personal Representative may acquire, retain, invest, reinvest, exchange, lease, sell, borrow, mortgage, pledge, transfer, and convey in such manner and on such terms without limit as to time, as my Personal Representative may deem advisable, without authorization or confirmation of court, even for terms beyond the expected administration of my estate, and no purchaser or lender shall be held liable to see to the propriety of the transaction nor to the application of the proceeds.

2. Gifts to Minors. The distribution of a gift (free of trust) to a donee who is a minor at the time of distribution may be made to a custodian for the minor under a Uniform Transfers to Minors Act. If there is none, the custodian shall be appointed by my Personal Representative, and any party serving as Personal Representative may be appointed as custodian.

3. Distributions in Kind. To distribute the residue of my estate in cash or in kind or partially in each, to allot different kinds or disproportionate shares or undivided interests in property among the distributed shares; for this purpose the determination of my Personal Representative as to the value of any property distributed in kind shall be conclusive.

4. Payments of Debts, Expenses, and Legacies. To pay my debts and funeral and burial expenses as soon as the convenience of my estate will permit without regard to any limitation

applicable at law as to the amount of such expenses and without the necessity of securing prior court approval, and to pay or deliver any legacy without waiting the time prescribed by law.

5. Tax Elections. My Personal Representative may make such elections under the tax laws as my Personal Representative deems advisable, in my Personal Representative's sole discretion, without regard to the relative interests of the beneficiaries, and my Personal Representative shall have no liability for, or obligation to make, compensating adjustments between principal and income or in the interests of the beneficiaries by reason of the effects of those elections. In particular, my Personal Representative shall have the power to allocate any portion of my GST tax exemption under Code Section 2631(a) to any property as to which I am the transferor, including property transferred by me during life to which I did not make an allocation before my death. In exercising this power, my Personal Representative shall not be required to treat different family branches in the same manner. Any such decision made by my Personal Representative with respect to such tax elections shall be binding and conclusive on all persons. I authorize my Personal Representative in my Personal Representative's sole and absolute discretion to make any election or allocation to adjust the federal income tax basis of assets passing as a result of my death to the extent authorized by law, whether or not those assets pass under my will, by allocating any amount by which the basis of assets may be increased. My Personal Representative shall be under no duty to allocate basis increase exclusively, primarily, or at all to assets passing under this will as opposed to other property passing as a result of my death, or to allocate basis equally or pro rata among various recipients of those assets. Neither any such allocation nor any failure to make such an allocation shall cause my Personal Representative to be liable to any person.

ARTICLE X CLOSELY-HELD BUSINESSES

The fiduciaries appointed hereunder shall have every right with respect to stock in any closely-held corporation or any interests in any unincorporated business enterprises, including the rights:

A. Retention. To retain such securities or interests and to allow any assets of any trusts created hereunder invested in any such corporations or businesses to remain so invested for such time as may appear desirable;

B. Management, Operation, and Conduct. To provide for the management, operation, and conduct of such businesses, either singly or in conjunction with others interested herein;

C. Power to Delegate. To engage and delegate duties and powers to any employees, managers, or other persons, without liability for any delegation except for negligence in selection;

D. Power to Borrow. To borrow money for such corporations or businesses, and to secure such loans by a pledge or mortgage of interests held in such corporations or businesses;

E. Voting Trusts. To enter into agreements for voting trusts and to deposit securities with the voting trustees, to delegate duties to such trustees with all powers of an absolute owner of such stock, to authorize such trustees to incur and pay expenses and receive compensation, and to accept and retain any property received under such agreements;

F. Business Risks. To take business risks in the management, operation, conduct, and disposition of any such corporations and business enterprises, notwithstanding that any trust created hereby shall have an interest therein;

G. Power to Sell. To sell the securities or assets of any such corporations or business, or to liquidate, dissolve, or otherwise dispose of the same;

H. Power to Organize. To organize, either singly or in conjunction with others, one or more business entities to carry on any business enterprise, transferring assets or cash thereto in exchange for ownership interests.

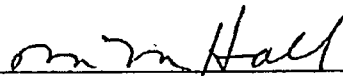
ARTICLE XI MISCELLANEOUS

A. Choice of Law. This will shall be governed by and construed according to the laws of the State of Florida.

B. Headings. The headings in this will and table of contents are solely for convenience of reference and shall be given no effect in the construction or interpretation of this will.

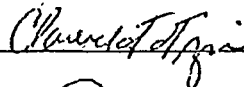
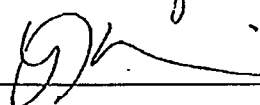
C. References. All references herein to "Code Sections" shall be to sections of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, I, WILLIAM M. HALL, sign and declare this instrument as my Last Will and Testament in the presence of the persons witnessing and attesting it, at my request, this 2 day of September, 2010.


WILLIAM M. HALL

The foregoing instrument was signed and declared by WILLIAM M. HALL, as his Last Will and Testament, in the presence of us, the undersigned, who at his request, do attest as witnesses, after WILLIAM M. HALL signed his name thereto, in his presence and in the presence of each other.

DATED this 2 day of September, 2010.

 of Jacksonville, FL
 of Ponte Vedra Beach, FL

STATE OF FLORIDA

COUNTY OF DUVAL

I, WILLIAM M. HALL, declare to the officer taking my acknowledgment of this instrument, and to the subscribing witnesses, that I signed this instrument as my will.

William M. Hall
WILLIAM M. HALL

We, Clarence F. Frazier and Linda R. Wicker, have been sworn by the officer signing below, and declare to that officer on our oaths that WILLIAM M. HALL declared the instrument to be his will and signed it in our presence and that we each signed the instrument as a witness in the presence of WILLIAM M. HALL and of each other.

Clarence F. Frazier
Witness
Linda R. Wicker
Witness

Acknowledged and subscribed before me by WILLIAM M. HALL, ☒ who is personally known to me or ☐ who produced _____ as identification, and sworn to and subscribed before me by the witnesses, Clarence F. Frazier, ☒ who is personally known to me or ☐ who produced _____ as identification, and Linda R. Wicker, ☒ who is personally known to me or ☐ who produced _____ as identification, and subscribed by me in the presence of the testator and the subscribing witnesses all on this 2nd day of September, 2010.



CAROL L. WRIGHT
MY COMMISSION # DD 569536
EXPIRES: June 6, 2014
Bonded thru Budget Notary Service

Carol L. Wright
Signature of Officer
(Print, type, or stamp commissioned name and affix official seal)