

JR 2589 PG 725

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LAST WILL AND TESTAMENT  
OF  
JOHN P. PERUSINI

FILED IN OFFICE THIS THE  
19th DAY OF October, 2007  
FOR PROBATE AND RECORD.

I, JOHN P. PERUSINI, a resident of Jefferson ~~Judge of Probate~~

State of Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my last will and testament, hereby revoking any and all former wills and codicils thereto heretofore made by me.

ITEM ONE

I direct that all my just debts, including the expenses of my last illness and funeral, shall first be paid out of my estate by my executor, hereinafter named, as soon as possible after my death. I further direct that this will may be admitted to probate either in the county in which I reside at the time of my death or in any county located in the State of Alabama in which I may own property at the time of my death.

ITEM TWO

I give and bequeath all household furniture, furnishings and effects (including, without limitation, appliances, furniture, furnishings, rugs, pictures, paintings, books, silver, plate, linen, china, glassware, antiques and objects of art), personal effects (including, without limitation, wearing apparel, jewelry, watches and all other articles of personal use or ornament) and automobiles owned by me at the time of my death and not otherwise effectively bequeathed, together with all policies of insurance relating thereto, to my wife, Beryl D. Perusini, if she survives me. If my wife does not survive me, I give and bequeath the same to such of my children, Barbara P. Screven and Susan P. Royster, as survive me, to be divided between them by my executor, in my executor's sole and absolute discretion, in as

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nearly equal proportions as may be practicable, having due regard for the personal preferences of my children. If I am not survived by my wife or by a child of mine, the gift provided by this Item shall lapse, and the property herein described shall become a part of my residuary estate.

I hereby vest in my executor full power and authority to determine what items of property pass under the provisions of this Item.

I may leave a written memorandum expressing my desires as to the disposition or division of some of the property described above. I urge that my wishes as so expressed be carried out. I do not intend, however, to impose any trust or other enforceable obligation by any such written memorandum.

#### ITEM THREE

Pursuant to the terms of paragraph 10(a)(vi) of that certain Agreement between my former wife, Kathryn B. Perusini, and me, which was attached to and made a part of our Final Judgment of Divorce filed in the Circuit Court of Jefferson County, Alabama, on March 9, 1990, in Case No. DR 89-0106-CJN ("my Divorce Agreement"), in the event of my death prior to the disposition of any parcel or parcels of property described under paragraph 10 of my Divorce Agreement, my said former wife is to become the owner of a twenty-five percent (25%) undivided interest in each such parcel remaining undisposed of; and this twenty-five percent (25%) undivided interest is to be protected by a lien against such property in favor of my said former wife, which lien is to be superior to all other claims and liens, except for pre-existing first mortgage balances. Accordingly, I direct my executor, pursuant to paragraph 10(a)(vi) of my Divorce Agreement, upon my death, forthwith to pay to my former wife, Kathryn B. Perusini, the

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value of her undivided twenty-five percent (25%) interest in all of such parcels of property. From the date of my death and until such payment is made, my executor shall pay to my said former wife twenty-five percent (25%) of the net rents or income generated by such parcel or parcels, as required by my Divorce Agreement.

ITEM FOUR

1. If my wife, Beryl D. Perusini, and any issue of mine survive me, my executor shall set aside from my estate a sum (hereinafter "the Sum"), which shall be distributed in accordance with paragraph 4 of this Item and which shall have a value equal to the lesser of (a) \$2,000,000 or (b) the following amount:

An amount equal to the largest amount that can pass free of federal estate tax under this Item by reason of the applicable credit amount as defined in § 2010(c) of the Internal Revenue Code (unified credit) and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking into account all interests in property included in my gross estate for federal estate tax purposes that pass or have passed from me under previous Items of this will or outside of this will and that do not qualify (other than by reason of disclaimer or election or non-election) for the marital or charitable deduction and after taking into account all charges to principal that are not allowed as deductions in computing my federal estate tax.

2. In determining the above Sum, the following shall be applicable:

A. Values as finally determined for federal estate purposes shall control.

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B. Elections made with respect to the alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall be final and binding and shall govern in all computations.



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3. In satisfying the above Sum, the following shall be applicable:

A. The Sum may be satisfied in kind, or partly in kind, by transferring securities or other property, including real estate and interests therein, at values as of the date of distribution.

B. The selection of assets used in satisfying the Sum shall not be subject to question by any legatee, devisee or beneficiary of any trust, and no adjustment shall be made for a disproportionate allocation of unrealized gain for federal income tax purposes.

4. My executor shall divide the above Sum into a sufficient equal number of equal shares so that there shall be set aside one equal share for each child of mine surviving me and one equal share for the issue collectively surviving me of each child of mine who predeceases me leaving issue surviving me, such shares to be held or disposed of as follows:

A. With respect to each child of mine surviving me, I give, devise and bequeath such share to her.

B. With respect to each child of mine who predeceases me leaving issue surviving me, my executor shall further divide one of such equal shares among such living issue, in equal shares per stirpes, and with respect to each living issue entitled to such share or a portion of such share, I give, devise and bequeath such share or such portion of such share to which he or she is entitled to him or her if he or she has attained the age of twenty-five (25) years, otherwise to the trustees

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hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust for his or her benefit in accordance with the provisions of ITEM EIGHT hereof.

5. If the amount determined in subpart (b) of paragraph 1 of this Item exceeds \$2,000,000, I give, devise and bequeath such excess to the trustees hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "family trust") for the primary benefit of my wife in accordance with the provisions of ITEM SIX hereof.

#### ITEM FIVE

My residuary estate (meaning thereby the rest and residue of the property of whatsoever kind and character and wheresoever situated belonging to me at the time of my death and over which I have the power of disposition) shall be disposed of as follows:

1. If my wife, Beryl D. Perusini, survives me, I give, devise and bequeath my residuary estate to the trustees hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "marital trust") in accordance with the provisions set out in ITEM SEVEN hereof.

2. If my wife does not survive me and if any issue of mine survives me, my executor shall divide my residuary estate into a sufficient number of equal shares so that there shall be set aside one equal share for each child of mine surviving me and one equal share for the issue collectively surviving me of each child of mine who predeceases me leaving issue surviving me, such shares to be held or disposed of as follows:



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A. With respect to each child of mine surviving me, I give, devise and bequeath one of such equal shares to him or her.

B. With respect to each child of mine who predeceases me leaving issue surviving me, my executor shall further divide one of such equal shares among such living issue, in equal shares per stirpes, and with respect to each living issue entitled to such share or a portion of such share, I give, devise and bequeath such share or such portion of such share to which he or she is entitled to him or her if he or she has attained the age of twenty-five (25) years, otherwise to the trustees hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust for his or her benefit in accordance with the provisions of ITEM EIGHT hereof.

3. If I am not survived by my wife or by any issue of mine, I give, devise and bequeath my residuary estate to my heirs determined at my death.

#### ITEM SIX

The following provisions shall govern the family trust if I am survived by my wife, Beryl D. Perusini, my wife being herein called the "beneficiary," and the trustees are directed as follows:

1. During the continuance of the family trust the trustees shall pay to the beneficiary the entire net income from the family trust in such installments, at least as often as quarterly, as shall be convenient to the beneficiary.

2. If at any time during the continuance of the family trust the net income from the family trust, together with all resources and income of or available to the beneficiary reasonably known to the independent trustee, are



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not, in the sole opinion of the independent trustee, sufficient for the support, maintenance and health of the beneficiary, the trustees shall pay to the beneficiary such additional sum or sums out of the principal of the family trust as the independent trustee, in the independent trustee's sole and absolute discretion, shall deem necessary or desirable for said purposes. The beneficiary shall not have the right to require that any distribution of principal be made under the provisions of this paragraph, the decision of the independent trustee being final and binding. The trustees shall be fully discharged with respect to all amounts of principal so paid to the beneficiary without obligation on the part of the beneficiary to account therefor to the trustees or any person, firm or corporation.

3. The family trust shall terminate on the death of the beneficiary. Upon termination, the then remaining principal and undistributed income of the family trust (all of which is hereinafter referred to as the "trust estate") shall be held or disposed of as follows:

A. If any issue of mine is living at the termination of the trust, the trustees shall divide the trust estate into as many equal shares as there are children of mine living at the termination of the trust and children of mine who die prior to the termination of the trust leaving issue living at the termination of the trust.

(i) With respect to each child of mine living at the termination of the trust, the trustees shall transfer, convey and pay over, free of trust, one of such equal shares to such child.

(ii) With respect to each child of mine who dies prior to the termination of the trust leaving issue living at the termination of the trust, the

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trustees shall further divide one of such equal shares among such living issue, in equal shares per stirpes, and with respect to each issue entitled to a portion, the trustees shall transfer, convey and pay over, free of trust, the portion to which he or she is entitled to him or her if he or she has attained the age of twenty-five (25) years, otherwise the trustees shall continue to hold such portion as a separate trust for his or her primary benefit in accordance with the provisions of ITEM EIGHT hereof.

B. If no issue of mine is living at the termination of the trust, the trustees shall transfer, convey and pay over, free of trust, the said trust estate to my heirs determined at the termination of the trust.

ITEM SEVEN

The following provisions shall govern the marital trust if I am survived by my wife, Beryl D. Perusini, my wife being herein called the "beneficiary," and the trustees are directed as follows:

1. During the lifetime of the beneficiary, the trustees shall pay to the beneficiary the entire net income from the marital trust in such installments, at least as often as quarterly, as shall be convenient to the beneficiary.

2. If at any time during the lifetime of the beneficiary the net income from the marital trust, together with all resources and income of or available to the beneficiary reasonably known to the independent trustee, is not, in the sole opinion of the independent trustee, sufficient for the support, maintenance and health of the beneficiary, the trustees shall pay to the beneficiary such additional sum or sums out of the principal of the marital



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trust as the independent trustee, in the independent trustee's sole and absolute discretion, shall deem necessary or desirable for said purposes. The beneficiary shall not have the right to require that any distribution of principal be made under the provisions of this paragraph, the decision of the independent trustee being final and binding. The trustees shall be fully discharged with respect to all amounts of principal so paid to the beneficiary without obligation on the part of the beneficiary to account therefor to the trustees or any person, firm or corporation.

3. With respect to any non-productive property in the marital trust, the trustees shall, upon the request of the beneficiary, either make such property productive or convert it to productive property within a reasonable period of time.

4. If any principal of the marital trust shall be included in the gross estate of the beneficiary for the purpose of any estate, inheritance, transfer, legacy, succession or death taxes and duties, then, unless the will of the beneficiary directs otherwise, the trustees shall pay, upon written request, to the personal representative of the estate of the beneficiary an amount equal to the difference between (a) the amount of all such taxes and duties, including any interest or penalties thereon, payable with respect to all property includable in the gross estate of the beneficiary, and (b) the amount of all such taxes and duties which would have been payable if such principal of the marital trust were not included in the gross estate of the beneficiary. In determining the amount so payable, the trustees may rely conclusively and without investigation upon the written certification of the personal representative of the estate of the beneficiary.

5. The marital trust shall terminate upon the death of the beneficiary. Upon termination, any accrued but




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undistributed income of the trust shall be paid to the estate of the beneficiary, and the then remaining principal of the trust shall be transferred, conveyed and paid over, free of trust except as provided in ITEM NINE or ITEM TEN hereof, to my then living issue, in equal shares per stirpes, or if no issue of mine is then living, to my heirs determined at the termination of the trust.

  
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6. My executor shall, in my executor's sole discretion, determine whether to elect under the provisions of the Internal Revenue Code applicable to my estate to qualify any portion of the marital trust for the federal estate tax marital deduction. Generally, I anticipate that my executor will elect to minimize the estate tax payable by my estate. However, I would expect that some consideration be given to the estate tax payable in my wife's estate upon her death, especially if she should die prior to the time the election is made. The determination of my executor with respect to the exercise of the election shall be conclusive upon all persons.

ITEM EIGHT


The following provisions shall govern each separate trust herein created for the primary benefit of a living issue of a deceased child of mine, such living issue being hereinafter referred to as the "beneficiary," and the trustees are directed as follows:

1. The trustees shall pay to or apply for the benefit of the beneficiary so much, if any, of the net income or principal of the trust as the independent trustee, in the independent trustee's sole and absolute discretion, shall deem necessary or desirable for the beneficiary's support, maintenance, health and education, it being my intention that all or part or none of the net income or principal may be paid to the beneficiary. The independent trustee shall consider

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all resources and income of or available to the beneficiary from all sources reasonably known to the corporate trustee. The beneficiary shall not have the right to require that any payment of income or principal be made to him or her, the decision of the independent trustee being final and binding on all persons. The trustees shall be fully discharged with respect to all amounts of income or principal paid to or for the benefit of the beneficiary without obligation on the part of the beneficiary to account therefor to the trustees or any person, firm or corporation. The net income or any part thereof not so paid shall be accumulated and added to and become a part of the principal of the trust.

2. The trust shall terminate on the first to occur of

A. The date the beneficiary attains the age of twenty-five (25) years, or

B. The date the beneficiary dies.

If the trust terminates on the date the beneficiary attains the age of twenty-five (25) years, the trustees shall transfer, convey and pay over, free of trust, the then remaining principal and undistributed income of the trust to the beneficiary.

If the trust terminates on the date of the death of the beneficiary, the trustees shall transfer, convey and pay over, free of trust except as provided in ITEM NINE or ITEM TEN hereof, the then remaining principal and undistributed income of the trust to the issue of the beneficiary living at the termination of the trust, in equal shares per stirpes, or if no issue of the beneficiary is living at the termination of the trust and if issue of mine is living at the termination of the trust, to such issue of mine as would be entitled to inherit the property constituting the same and in the proportions in which they would be entitled to inherit the





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same from the beneficiary under the laws of descent and distribution of Alabama relating to real property in force at the termination of the trust, had the beneficiary died immediately following the termination of the trust, domiciled in Alabama, intestate, unmarried, survived only by issue of mine and owned the same, whether or not the property being distributed is real, personal or mixed, or if no issue of mine is then living, to my heirs determined at the termination of the trust.

ITEM NINE

If any person becomes entitled to any share of the principal or undistributed income of any trust herein created on its termination and if such person has any other property then held in trust for his or her benefit under the provisions of this will, his or her share in the trust so terminating shall not be transferred, conveyed and paid over, free of trust, to him or her but shall be added to, merged with and administered and disposed of like such other property so held in trust for him or her.

ITEM TEN

If any person becomes entitled to any share of my estate on my death or of the principal or undistributed income of any trust herein created on its termination, if such person has no other property then held in trust for his or her benefit under this will and if such person shall not have attained the age of twenty-five (25) years on the date such person becomes so entitled to such share, then though the share of such person in my estate or in the trust so terminating shall then vest in him or her, his or her share shall not be transferred, conveyed and paid over, free of trust, to him or her, and the trustees shall hold the same in

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trust for him or her until he or she shall attain the age of twenty-five (25) years, using and applying for his or her support, maintenance, health and education such part of the net income from his or her share or of the principal thereof as the trustees deem necessary or desirable for said purposes; provided, however, if such person shall die prior to attaining the age of twenty-five (25) years, the trustees shall transfer, convey and pay over, free of trust, the then principal and undistributed income from his or her share to his or her estate.

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ITEM ELEVEN

The following provisions shall apply to each trust created under this will:

1. The trustees are authorized, but not required, to mingle the trust property of the separate trusts held under this will, allotting to each separate trust an undivided interest in the mingled funds.
2. All references in this will to "trustees" shall be deemed to include not only the original trustees but also any successor trustee; and all powers and discretions vested in the original trustees shall be vested in, and exercisable by, any such successor trustee.
3. If the happening of any future event may cause the ultimate vesting of any trust estate herein created or of any share therein to be extended under the provisions hereof to a time beyond that within which the same is required by law to become vested, then and in such event the trust as to said trust estate or as to such share therein shall continue only for as long a period of time as is allowed by law, at the end of which period the said trust as to said trust estate or as to such share therein shall terminate. In such case said trust or such share therein shall at the expiration of such



period thereupon be vested in and distributed to the person for whose primary benefit the trust was created, or, if the trust was created for the primary benefit of more than one person, to such persons in the proportions in which they are so enjoying the same, irrespective of their attained ages.

4. The income of the trusts herein created at my death shall accrue from the date of my death, and until the trusts are established, I authorize my executor, in my executor's absolute discretion, from time to time and at any time, to pay out of my general estate to the respective income beneficiaries of such trusts, as advance payments of income, such sum or sums as, in my executor's judgment, are not in excess of the income which such income beneficiaries probably would have been entitled to receive from the said trusts had the same been established. Any such sum paid from the principal of my general estate shall be regarded merely as a temporary advance to be restored to the principal from income otherwise payable to the beneficiary to whom such advance shall have been made.

5. As to the net income which by any of the provisions of this will may be payable to any person, such person shall have no right or power, either directly or indirectly, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of same, or any part thereof, until same shall have been actually paid in hand to him or her by the trustees. Nor shall such income nor the principal or corpus of any trust estate nor any part of or interest in either of them be liable for or to any extent subject to any debts, claims or obligations of any kind or nature whatsoever or to any legal process in aid thereof, contracted or incurred by or for such person before or after my death.

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6. The whole or any part of the income or principal of any trust, other than the marital trust, payable to any beneficiary who, in the opinion of the trustees, is incapacitated through illness, age or other cause may, in the discretion of the trustees, be paid to such beneficiary or applied by the trustees for the benefit of such beneficiary or paid to the guardian of the person of such beneficiary.



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ITEM TWELVE

1. Notwithstanding any other provision of this will, the following provisions shall be applicable:

A. If any trust created under this will would otherwise be partially exempt from the generation-skipping tax under Chapter 13 of the Internal Revenue Code, as amended, due to the allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of said Code with respect to such allocation, the trustees may (but need not) divide that trust (the "original trust") into two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust, so that the allocation of the GST exemption can be made to one trust that will be entirely exempt from generation-skipping tax. Any two separate trusts created pursuant to this subparagraph A shall have the same name as the original trust, except that the trust to which the GST exemption is allocated shall have the phrase "GST exempt" added to its name.

B. If property that is to be added or allocated to an existing trust pursuant to this will is subject to different treatment for any reason for purposes of the generation-skipping tax under Chapter 13 of the Internal Revenue Code than property already held in that existing

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trust, then the trustees may (but need not) hold that property instead as a separate trust, which is appropriately designated to distinguish it from the existing trust to which the property otherwise would have been added or allocated, but which is identical in all other respects to that existing trust.

C. It is my intention that the trustees shall not be required to administer a trust hereunder that is only partially exempt from generation-skipping tax, or commingle property subject to different treatment for generation-skipping tax purposes, whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph 1 are intended to enable the trustees to avoid such situations by empowering the trustees to segregate trust property (i) that is entirely exempt from generation-skipping tax from trust property that is not exempt, or (ii) that is otherwise treated differently from other trust property for purposes of the generation-skipping tax, and the provisions of this paragraph 1 should be applied in a manner consistent with this intention.

2. To the extent it is consistent with the trustees' fiduciary obligations, the trustees shall seek to take advantage of any opportunities to avoid or delay generation-skipping tax when making discretionary distributions of income and principal from trusts created under this will for the benefit of the same current beneficiary or beneficiaries, and to maximize the amount of trust property that eventually may be distributed to my issue without transfer tax of any kind at the termination of all trusts created under this will.




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3. Insofar as the trustees deem it advisable, no principal of any trust created under this will that is exempt from generation-skipping taxes due to the allocation of a GST exemption to it shall be distributed to a beneficiary of such trust so long as there is in existence any other trust created hereunder (a) that is not exempt from generation-skipping taxes, and (b) that contains principal that may also be distributed by the trustees to such beneficiary.

  
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ITEM THIRTEEN

1. The trustees of any trusts created hereunder shall be my wife, Beryl D. Perusini, and Charles W. Leesburg. If my wife be dead or fails or refuses to act as a trustee or, having acted, should thereafter die, resign or become incapacitated, then and in any such event no successor to her shall be appointed, and the independent trustee shall serve as sole trustee. If Charles W. Leesburg be dead or otherwise unable or unwilling to act as a trustee hereunder, then and in any such event the senior member of the firm of Pearce, Bevill, Leesburg & Moore (or its successor in interest) shall serve as a trustee in his stead. If at any time neither Charles W. Leesburg nor any member of the firm of Pearce, Bevill, Leesburg & Moore be able and willing to serve as a trustee hereunder, then and in any such event AmSouth Bank (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) shall serve as a trustee in their stead.

As used herein, the term "independent trustee" shall refer to either Charles W. Leesburg or any successor in interest to him. Under no circumstance shall the term "independent trustee" be deemed to refer to my wife.

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2. My wife shall not be paid compensation for serving as a trustee, but shall receive reimbursement for all expenses reasonably incurred in the performance of her duties. The independent trustee shall receive reasonable compensation.

3. In addition to, and not by way of limitation of, the powers conferred by law upon fiduciaries, I hereby expressly grant to the trustees with respect to each of the trust estates herein created, including any accumulated income thereof, the powers hereinafter enumerated, all such powers so granted to be exercised by the trustees, as the trustees may deem advisable, in the trustees' sole and absolute discretion:

A. To retain and hold any property, including stocks, bonds or other securities, originally received by the trustees as a part of the trust estate, irrespective of whether such property is a so-called "legal" investment of trust funds and irrespective of the relative proportion of the trust estate represented by any such property or part thereof;

B. To sell, exchange, transfer or convey, either before or after option granted, all or any part of the trust estate upon any terms and conditions, and to invest and reinvest the trust estate and the proceeds of sale or disposal of any portion thereof in any loans, stocks, bonds or other securities, including puts, calls, straddles, warrants, forwards or other so-called derivative securities, common trust funds, mortgages, participations in mortgages, shares of regulated investment companies or trusts (including such regulated investment companies or trusts as are advised by AmSouth Bank), or other property, real or personal, whether so-called "legal" investments of trust funds or not;

C. To improve, repair, lease or rent for improvement or otherwise for a term beyond the possible

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termination of the trust or for any less term, either with or without option of purchase, and to develop, let, exchange, release, partition, subdivide, vacate, dedicate, adjust the boundaries of or change the use of any real estate constituting a part of the trust estate;

D. To borrow money from any lender, including the trustee, for any purpose, with or without security or mortgage of any real estate or pledge of any personal property held by the trustees hereunder;

E. To determine whether or to what extent receipts should be determined to be income or principal, whether or to what extent expenditures should be charged against principal or income, and what other adjustments should be made between principal or income by following the provisions of the Alabama Principal and Income Act as the same shall exist from time to time, and in all instances in which such Act does not resolve questions relating to principal and income, to determine the same with due regard to the interest of the beneficiary then entitled to the income thereof;

F. To keep any property constituting a part of the trust estate properly insured against any hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all the expenses of the trust incurred in the exercise of the powers herein vested in the trustees;

G. To make divisions and distributions hereunder provided for either in cash or in kind, or partly in cash and partly in kind; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate

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allocations of unrealized gain for federal income tax purposes; to determine the value of any property so allocated, divided or distributed; and to determine the share and identity of persons entitled to take hereunder;

H. To hold any or all securities or other property constituting the trust estate in bearer form, in the name of the trustees, or in the name of some other person, partnership or corporation without disclosing any fiduciary relation, and to mingle any or all of the property constituting the trust estate in investments with other property held in other trust estates;

I. To vote in person or by proxy, general or limited, upon all stocks, bonds or other securities constituting a part of the trust estate; to unite with other owners of similar property in carrying out any plan for the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any corporation or other business entity whose securities constitute a part of the trust estate; to exchange the securities of any corporation or other business entity constituting a part of the trust estate for other securities; to assent to the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any such corporation or other business entity; to sell or lease the property or any portion thereof of any such corporation or other business entity to any other corporation or other business entity; to pay all assessments, expenses and sums of money for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities; and generally to exercise with respect to all stocks, bonds or other securities held by the trustees the same rights



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and powers as are or may be exercised by a person owning similar property in his own right;

J. To institute and defend any and all suits or legal proceedings relating to the trust estate in any court, and to compromise or submit to arbitration all matters of dispute in which the trust estate may be involved;

K. To execute and deliver any and all contracts, conveyances, transfers or other instruments, and to do any acts, including the employment of attorneys or agents, necessary or desirable in the execution of the powers herein vested in the trustees;

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




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

  
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N. To retain any business interest as shareholder, security holder, creditor, partner, proprietor or otherwise, even though it may constitute all or a large portion of the trust estate; to participate in the conduct of any business and take or delegate to others discretionary power to take any action with respect to its management and affairs that an individual could take as owner of the business, including the voting of stock and the determination of all questions of policy; to execute partnership agreements and amendments thereto; to participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of any business or any change in its nature; to invest additional capital in, subscribe to or buy additional stock or securities of, or make secured, unsecured or subordinated loans to any business with trust funds; to rely upon the reports of certified public accountants as to the operations and financial condition of any business, without independent investigation; to elect or employ, as directors, officers, employees or



JR 2589 PG 747

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agents of any business, and compensate any persons, including a trustee or a director, officer or agent of a trustee; to deal with and act for any business in any capacity, including any banking or trust capacity and the loaning of money out of the trustees' own funds, and to be compensated therefor; and to sell or liquidate any interest in any business; and

O. To use and expend trust income and principal to (i) conduct environmental assessments, audits and site monitoring; (ii) take all appropriate remedial action to contain, clean-up or remove any environmental hazard including a spill, discharge or contamination; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state or federal agency concerned with environmental compliance or a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or clean-up of any environmental hazard; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions.

4. All powers given to the trustees in this Item and elsewhere in this will are exercisable by the trustees only in a fiduciary capacity.

5. My wife may at any time and from time to time appoint and remove an investment advisor. Any appointment or removal shall be by an instrument in writing acknowledged as required by law in the case of deeds, and shall have attached to it either proof that a copy has been sent to, or an acknowledgment of receipt of a copy from, the trustee then serving hereunder. Any investment advisor shall be entitled to reasonable compensation. During any period in which there is an investment advisor, the trustee shall purchase, sell,

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exchange or otherwise deal in investments in the trust estate as the investment advisor shall direct, and the trustee shall not be liable for any loss or claim of any kind or nature resulting from any direction received from the investment advisor. During any period in which there is no investment advisor, the trustee shall retain the same full powers of management, control and disposition over investments in the trust estate as are herein granted to the trustee.

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ITEM FIFTEEN

1. The trustee serving hereunder may resign as to any trust created hereunder at any time without assigning any cause or reason therefor and without action or approval of any court by an instrument of resignation which shall have attached to it either proof that a copy has been sent to, or acknowledgment of receipt of a copy from, such of my wife and children as are then living and competent to act.

2. The trustee at any time serving as to any trust created hereunder may be removed at any time without any cause or reason being assigned therefor and without action or approval of any court by an instrument of removal executed by my wife if she is alive and competent to act, otherwise by such of my children as are then living, over the age of majority and competent to act.

3. If the trustee resigns or is removed, then any successor trustee named in ITEM FOURTEEN to succeed the resigned or removed trustee shall so succeed the resigned or removed trustee. If no successor trustee is named in ITEM FOURTEEN to succeed the resigned or removed trustee, my wife if she is alive and competent to act, otherwise such of my children as are then living and competent to act, may appoint a successor trustee, which shall be (i) a bank or trust company having trust powers and a capital and undivided



surplus of at least One Hundred Million Dollars (\$100,000,000), or (b) an individual who would be neither a beneficiary of the trust nor a "related or subordinate party" within the meaning of Section 672(c) of the Internal Revenue Code, as amended, in relation to any beneficiary of the trust.

4. Any instrument of resignation, removal or appointment shall be executed and acknowledged as required by law in the case of deeds and shall be filed with the original records of the trust.

ITEM SIXTEEN

I nominate and appoint my wife, Beryl D. Perusini, as executor of this my last will and testament. If my wife be dead or fails or refuses to act as executor or, having acted, should thereafter die, resign or become incapacitated, then and in any such event Charles W. Leesburg shall serve as executor. If both my wife and Charles W. Leesburg be dead or otherwise unable or unwilling to serve as executor, then and in any such event the senior member of the firm of Pearce, Bevill, Leesburg & Moore (or its successor in interest) shall serve as executor. If at any time neither my wife, Charles W. Leesburg nor any member of the firm of Pearce, Bevill, Leesburg & Moore is serving as executor hereunder, then and in any such event AmSouth Bank (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) shall serve as executor.


The executor acting at any time hereunder shall not be required to give bond or to file an inventory or appraisal of my estate in any court, although the executor shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

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I hereby vest in my executor acting at any time hereunder the same full powers of management, control and disposition of my estate herein given my trustees under ITEM FOURTEEN hereof, and I direct that in the exercise of such powers my executor shall be free from the supervision and control of the probate court or any other court.

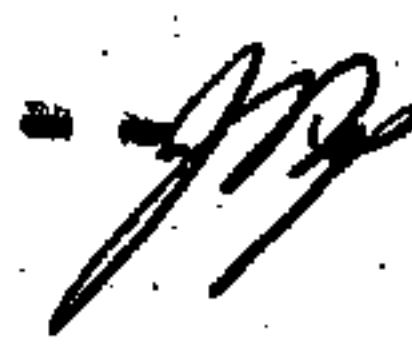
  
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ITEM SEVENTEEN

Whenever distribution is to be made to the "heirs" of an individual determined at a stated time, distribution shall be made to such person or persons as would be entitled to inherit the property constituting the same and in the proportions in which they would be entitled to inherit the same from such individual under the laws of descent and distribution of Alabama relating to real property in force at the stated time had such individual died at that time, domiciled in Alabama, intestate, unmarried and owned the same, whether the property being distributed is real, personal or mixed.

ITEM EIGHTEEN

All references in this will to "child" or "children" shall mean lawful blood descendants in the first degree of the parent designated, and references to "issue" shall mean lawful blood descendants in the first, second or any more remote degree of the ancestor designated; provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents, and shall not be considered descendants of the adopted child's natural parents, except that when a child is adopted by a spouse of one of his or her natural

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parents such child shall be considered a descendant of such natural parent as well as a descendant of the adopting parent.

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ITEM NINETEEN

If my wife, Beryl D. Perusini, shall die simultaneously with me or under such circumstances as to render it impossible to determine who predeceased the other, I hereby direct that she shall be deemed to have survived me, and the provisions of this will shall be construed upon that assumption.

ITEM TWENTY

The provisions herein made for my wife are in lieu of any and all other rights she may have in my estate, statutory or otherwise, including but not limited to homestead allowance, family allowance and the right to exempt property.

IN WITNESS WHEREOF, I, JOHN P. PERUSINI, the testator, sign my name to this instrument this 3 day of Aug, 2005, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am 18 years of age or older, of sound mind, and under no constraint or undue influence.

John P. Perusini  
JOHN P. PERUSINI

We, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his last will and that he signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the

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testator's signing, and that to the best of our knowledge the testator is 18 years of age or older, of sound mind, and under no constraint or undue influence.

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King Senior  
WITNESS

B'ham, AL  
ADDRESS

Sheila Carden  
WITNESS

Bham, AL  
ADDRESS

STATE OF ALABAMA )

JEFFERSON COUNTY )

Subscribed and sworn to and acknowledged before me by JOHN P. PERUSINI, the testator, and subscribed and sworn to before me by King Senior and Sheila Carden, witnesses, this 3rd day of August, 2005.

[SEAL]

Joanne Dodson  
Notary Public

My Commission Expires:  
10-12-08

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**CERTIFICATE TO THE PROBATE OF WILL**

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

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

together with the proof thereof have been recorded in my office in Judicial Record, Volume JB2589, Page 75752.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date OCTOBER 19, 2007.

*Alan L. King*

, Judge of Probate.

trust, then the trustees may (but need not) hold that property instead as a separate trust, which is appropriately designated to distinguish it from the existing trust to which the property otherwise would have been added or allocated, but which is identical in all other respects to that existing trust.

C. It is my intention that the trustees shall not be required to administer a trust hereunder that is only partially exempt from generation-skipping tax, or commingle property subject to different treatment for generation-skipping tax purposes, whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph 1 are intended to enable the trustees to avoid such situations by empowering the trustees to segregate trust property (i) that is entirely exempt from generation-skipping tax from trust property that is not exempt, or (ii) that is otherwise treated differently from other trust property for purposes of the generation-skipping tax, and the provisions of this paragraph 1 should be applied in a manner consistent with this intention.

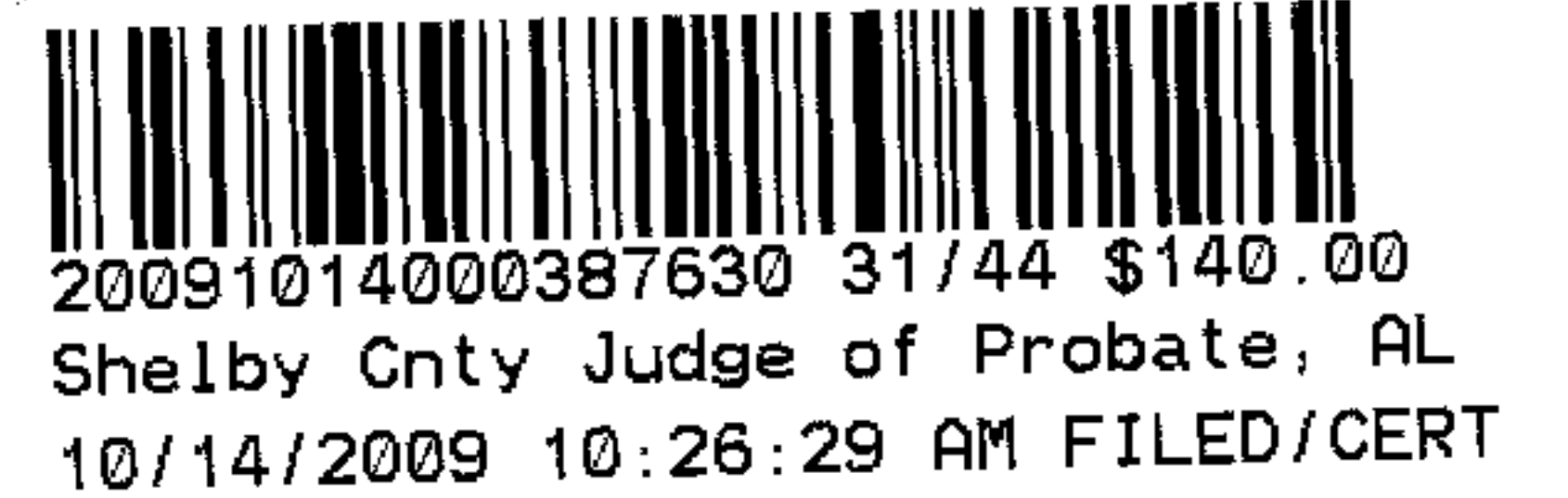
2. To the extent it is consistent with the trustees' fiduciary obligations, the trustees shall seek to take advantage of any opportunities to avoid or delay generation-skipping tax when making discretionary distributions of income and principal from trusts created under this will for the benefit of the same current beneficiary or beneficiaries, and to maximize the amount of trust property that eventually may be distributed to my issue without transfer tax of any kind at the termination of all trusts created under this will.



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3. Insofar as the trustees deem it advisable, no principal of any trust created under this will that is exempt from generation-skipping taxes due to the allocation of a GST exemption to it shall be distributed to a beneficiary of such trust so long as there is in existence any other trust created hereunder (a) that is not exempt from generation-skipping taxes, and (b) that contains principal that may also be distributed by the trustees to such beneficiary.



ITEM THIRTEEN

1. The trustees of any trusts created hereunder shall be my wife, Beryl D. Perusini, and Charles W. Leesburg. If my wife be dead or fails or refuses to act as a trustee or, having acted, should thereafter die, resign or become incapacitated, then and in any such event no successor to her shall be appointed, and the independent trustee shall serve as sole trustee. If Charles W. Leesburg be dead or otherwise unable or unwilling to act as a trustee hereunder, then and in any such event the senior member of the firm of Pearce, Bevill, Leesburg & Moore (or its successor in interest) shall serve as a trustee in his stead. If at any time neither Charles W. Leesburg nor any member of the firm of Pearce, Bevill, Leesburg & Moore be able and willing to serve as a trustee hereunder, then and in any such event AmSouth Bank (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) shall serve as a trustee in their stead.

As used herein, the term "independent trustee" shall refer to either Charles W. Leesburg or any successor in interest to him. Under no circumstance shall the term "independent trustee" be deemed to refer to my wife.

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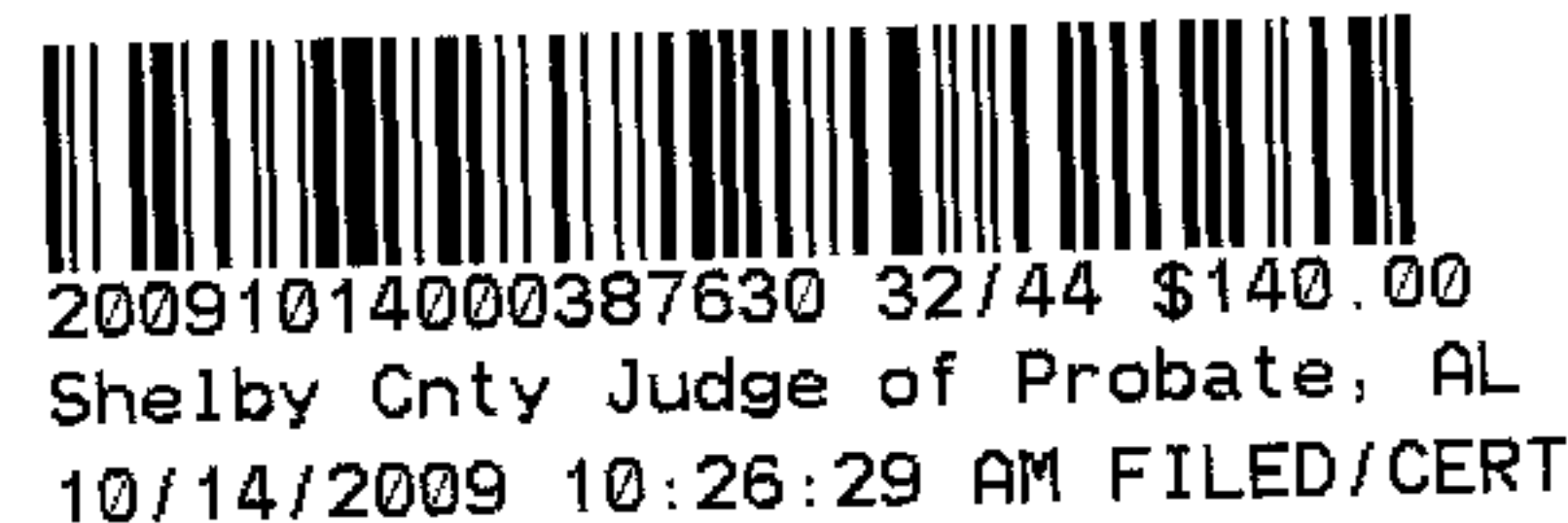
2. My wife shall not be paid compensation for serving as a trustee, but shall receive reimbursement for all expenses reasonably incurred in the performance of her duties. The independent trustee shall receive reasonable compensation.

3. In addition to, and not by way of limitation of, the powers conferred by law upon fiduciaries, I hereby expressly grant to the trustees with respect to each of the trust estates herein created, including any accumulated income thereof, the powers hereinafter enumerated, all such powers so granted to be exercised by the trustees, as the trustees may deem advisable, in the trustees' sole and absolute discretion:

A. To retain and hold any property, including stocks, bonds or other securities, originally received by the trustees as a part of the trust estate, irrespective of whether such property is a so-called "legal" investment of trust funds and irrespective of the relative proportion of the trust estate represented by any such property or part thereof;

B. To sell, exchange, transfer or convey, either before or after option granted, all or any part of the trust estate upon any terms and conditions, and to invest and reinvest the trust estate and the proceeds of sale or disposal of any portion thereof in any loans, stocks, bonds or other securities, including puts, calls, straddles, warrants, forwards or other so-called derivative securities, common trust funds, mortgages, participations in mortgages, shares of regulated investment companies or trusts (including such regulated investment companies or trusts as are advised by AmSouth Bank), or other property, real or personal, whether so-called "legal" investments of trust funds or not;

C. To improve, repair, lease or rent for improvement or otherwise for a term beyond the possible



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termination of the trust or for any less term, either with or without option of purchase, and to develop, let, exchange, release, partition, subdivide, vacate, dedicate, adjust the boundaries of or change the use of any real estate constituting a part of the trust estate;

D. To borrow money from any lender, including the trustee, for any purpose, with or without security or mortgage of any real estate or pledge of any personal property held by the trustees hereunder;

E. To determine whether or to what extent receipts should be determined to be income or principal, whether or to what extent expenditures should be charged against principal or income, and what other adjustments should be made between principal or income by following the provisions of the Alabama Principal and Income Act as the same shall exist from time to time, and in all instances in which such Act does not resolve questions relating to principal and income, to determine the same with due regard to the interest of the beneficiary then entitled to the income thereof;

F. To keep any property constituting a part of the trust estate properly insured against any hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all the expenses of the trust incurred in the exercise of the powers herein vested in the trustees;

G. To make divisions and distributions hereunder provided for either in cash or in kind, or partly in cash and partly in kind; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate

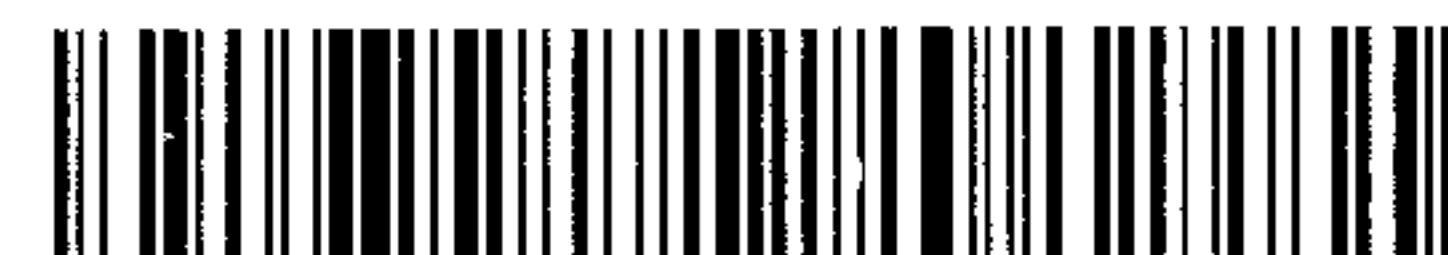


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allocations of unrealized gain for federal income tax purposes; to determine the value of any property so allocated, divided or distributed; and to determine the share and identity of persons entitled to take hereunder;

H. To hold any or all securities or other property constituting the trust estate in bearer form, in the name of the trustees, or in the name of some other person, partnership or corporation without disclosing any fiduciary relation, and to mingle any or all of the property constituting the trust estate in investments with other property held in other trust estates;

I. To vote in person or by proxy, general or limited, upon all stocks, bonds or other securities constituting a part of the trust estate; to unite with other owners of similar property in carrying out any plan for the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any corporation or other business entity whose securities constitute a part of the trust estate; to exchange the securities of any corporation or other business entity constituting a part of the trust estate for other securities; to assent to the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any such corporation or other business entity; to sell or lease the property or any portion thereof of any such corporation or other business entity to any other corporation or other business entity; to pay all assessments, expenses and sums of money for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities; and generally to exercise with respect to all stocks, bonds or other securities held by the trustees the same rights



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and powers as are or may be exercised by a person owning similar property in his own right;

J. To institute and defend any and all suits or legal proceedings relating to the trust estate in any court, and to compromise or submit to arbitration all matters of dispute in which the trust estate may be involved;

K. To execute and deliver any and all contracts, conveyances, transfers or other instruments, and to do any acts, including the employment of attorneys or agents, necessary or desirable in the execution of the powers herein vested in the trustees;

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



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

N. To retain any business interest as shareholder, security holder, creditor, partner, proprietor or otherwise, even though it may constitute all or a large portion of the trust estate; to participate in the conduct of any business and take or delegate to others discretionary power to take any action with respect to its management and affairs that an individual could take as owner of the business, including the voting of stock and the determination of all questions of policy; to execute partnership agreements and amendments thereto; to participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of any business or any change in its nature; to invest additional capital in, subscribe to or buy additional stock or securities of, or make secured, unsecured or subordinated loans to any business with trust funds; to rely upon the reports of certified public accountants as to the operations and financial condition of any business, without independent investigation; to elect or employ, as directors, officers, employees or



agents of any business, and compensate any persons, including a trustee or a director, officer or agent of a trustee; to deal with and act for any business in any capacity, including any banking or trust capacity and the loaning of money out of the trustees' own funds, and to be compensated therefor; and to sell or liquidate any interest in any business; and

0. To use and expend trust income and principal to (i) conduct environmental assessments, audits and site monitoring; (ii) take all appropriate remedial action to contain, clean-up or remove any environmental hazard including a spill, discharge or contamination; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state or federal agency concerned with environmental compliance or a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or clean-up of any environmental hazard; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions.

4. All powers given to the trustees in this Item and elsewhere in this will are exercisable by the trustees only in a fiduciary capacity.

5. My wife may at any time and from time to time appoint and remove an investment advisor. Any appointment or removal shall be by an instrument in writing acknowledged as required by law in the case of deeds, and shall have attached to it either proof that a copy has been sent to, or an acknowledgment of receipt of a copy from, the trustee then serving hereunder. Any investment advisor shall be entitled to reasonable compensation. During any period in which there is an investment advisor, the trustee shall purchase, sell,

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exchange or otherwise deal in investments in the trust estate as the investment advisor shall direct, and the trustee shall not be liable for any loss or claim of any kind or nature resulting from any direction received from the investment advisor. During any period in which there is no investment advisor, the trustee shall retain the same full powers of management, control and disposition over investments in the trust estate as are herein granted to the trustee.

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ITEM FIFTEEN

1. The trustee serving hereunder may resign as to any trust created hereunder at any time without assigning any cause or reason therefor and without action or approval of any court by an instrument of resignation which shall have attached to it either proof that a copy has been sent to, or acknowledgment of receipt of a copy from, such of my wife and children as are then living and competent to act.

2. The trustee at any time serving as to any trust created hereunder may be removed at any time without any cause or reason being assigned therefor and without action or approval of any court by an instrument of removal executed by my wife if she is alive and competent to act, otherwise by such of my children as are then living, over the age of majority and competent to act.

3. If the trustee resigns or is removed, then any successor trustee named in ITEM FOURTEEN to succeed the resigned or removed trustee shall so succeed the resigned or removed trustee. If no successor trustee is named in ITEM FOURTEEN to succeed the resigned or removed trustee, my wife if she is alive and competent to act, otherwise such of my children as are then living and competent to act, may appoint a successor trustee, which shall be (i) a bank or trust company having trust powers and a capital and undivided



surplus of at least One Hundred Million Dollars (\$100,000,000), or (b) an individual who would be neither a beneficiary of the trust nor a "related or subordinate party" within the meaning of Section 672(c) of the Internal Revenue Code, as amended, in relation to any beneficiary of the trust.

4. Any instrument of resignation, removal or appointment shall be executed and acknowledged as required by law in the case of deeds and shall be filed with the original records of the trust.

ITEM SIXTEEN

I nominate and appoint my wife, Beryl D. Perusini, as executor of this my last will and testament. If my wife be dead or fails or refuses to act as executor or, having acted, should thereafter die, resign or become incapacitated, then and in any such event Charles W. Leesburg shall serve as executor. If both my wife and Charles W. Leesburg be dead or otherwise unable or unwilling to serve as executor, then and in any such event the senior member of the firm of Pearce, Bevill, Leesburg & Moore (or its successor in interest) shall serve as executor. If at any time neither my wife, Charles W. Leesburg nor any member of the firm of Pearce, Bevill, Leesburg & Moore is serving as executor hereunder, then and in any such event AmSouth Bank (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) shall serve as executor.

The executor acting at any time hereunder shall not be required to give bond or to file an inventory or appraisal of my estate in any court, although the executor shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.



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I hereby vest in my executor acting at any time hereunder the same full powers of management, control and disposition of my estate herein given my trustees under ITEM FOURTEEN hereof, and I direct that in the exercise of such powers my executor shall be free from the supervision and control of the probate court or any other court.

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ITEM SEVENTEEN

Whenever distribution is to be made to the "heirs" of an individual determined at a stated time, distribution shall be made to such person or persons as would be entitled to inherit the property constituting the same and in the proportions in which they would be entitled to inherit the same from such individual under the laws of descent and distribution of Alabama relating to real property in force at the stated time had such individual died at that time, domiciled in Alabama, intestate, unmarried and owned the same, whether the property being distributed is real, personal or mixed.

ITEM EIGHTEEN

All references in this will to "child" or "children" shall mean lawful blood descendants in the first degree of the parent designated, and references to "issue" shall mean lawful blood descendants in the first, second or any more remote degree of the ancestor designated; provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents, and shall not be considered descendants of the adopted child's natural parents, except that when a child is adopted by a spouse of one of his or her natural



parents such child shall be considered a descendant of such natural parent as well as a descendant of the adopting parent.

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ITEM NINETEEN

If my wife, Beryl D. Perusini, shall die simultaneously with me or under such circumstances as to render it impossible to determine who predeceased the other, I hereby direct that she shall be deemed to have survived me, and the provisions of this will shall be construed upon that assumption.

ITEM TWENTY

The provisions herein made for my wife are in lieu of any and all other rights she may have in my estate, statutory or otherwise, including but not limited to homestead allowance, family allowance and the right to exempt property.

IN WITNESS WHEREOF, I, JOHN P. PERUSINI, the testator, sign my name to this instrument this 3 day of Aug, 2005, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am 18 years of age or older, of sound mind, and under no constraint or undue influence.

John P. Perusini  
JOHN P. PERUSINI

We, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his last will and that he signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the

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testator's signing, and that to the best of our knowledge the testator is 18 years of age or older, of sound mind, and under no constraint or undue influence.

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King, Lewis  
WITNESS

B'ham, AL  
ADDRESS

Sheila Carden  
WITNESS

B'ham, AL  
ADDRESS

STATE OF ALABAMA )

JEFFERSON COUNTY )

Subscribed and sworn to and acknowledged before me by JOHN P. PERUSINI, the testator, and subscribed and sworn to before me by King, Lewis and Sheila Carden, witnesses, this 3rd day of August, 2005.

[SEAL]

Joanne Dodson  
Notary Public

My Commission Expires:  
10-12-08

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**CERTIFICATE TO THE PROBATE OF WILL**

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

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

together with the proof thereof have been recorded in my office in Judicial Record, Volume JR 2589, Page 75-752.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date OCTOBER 19, 2007.

*Alan L. King*

Judge of Probate.

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**State of Alabama**

**Jefferson County**

I, the Undersigned, as Judge of Probate Court in and for Jefferson County, Alabama, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office. Given under my hand and official seal, this the 6th day of October, 2009.

Alan L. King

**JUDGE OF PROBATE**