



IN WITNESS WHEREOF, the said Cathy Patton Harris, as Executrix of the Estate of James Ronald Harris, deceased, and as trustee of Remainder Trust who is authorized to execute this conveyance, has hereto set their signature(s) and seal(s) this the 19 day of Jan, 2012.

ESTATE OF JAMES RONALD HARRIS

By: J Cathy Patton Harris  
Cathy Patton Harris, Executrix  
of the Estate of James Ronald Harris  
Case Number 212304 in the  
Probate Court of Jefferson County

Remainder Trust

By: J Cathy Patton Harris  
Cathy Patton Harris, as Trustee

STATE OF ALABAMA     )  
                                     :  
JEFFERSON COUNTY    )

I, the undersigned, a Notary Public, in and for said county in said state, hereby certify that **Cathy Patton Harris**, whose name as Executrix of the Estate of James Ronald Harris, deceased, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she as such Executrix and with full authority, executed the same voluntarily for and as the act of the Estate of James Ronald Harris.

Given under my hand and official seal this the 19 day of Jan, 2012.

[Signature]  
NOTARY PUBLIC

SEAL

STATE OF ALABAMA     )  
                                     :  
JEFFERSON COUNTY    )

I, the undersigned, a Notary Public, in and for said county in said state, hereby certify that **Cathy Patton Harris**, whose name as Trustee of the Remainder Trust is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she as such Trustee and with full authority, executed the same voluntarily for and as the act of Remainder Trust.

Given under my hand and official seal this the 19 day of Jan, 2012.

[Signature]  
NOTARY PUBLIC

SEAL



E-212304-

# Last Will and Testament

OF

JAMES RONALD HARRIS

FILED IN OFFICE THIS THE  
23rd DAY OF June, 20 11  
FOR PROBATE AND RECORD.  
Alon L. King  
JUDGE OF PROBATE

I, James Ronald Harris, of Shelby County, Alabama, publish this as my last will and revoke each will and codicil I previously made.

## ARTICLE I FIDUCIARIES

1.1 Executors. I appoint my spouse, Cathy Patton Harris as sole Executrix of my estate. If my spouse fails to act for any reason, then I nominate my daughter, Robyn Leigh Harris Bridges, as Successor Executrix.

1.2 Trustees. I appoint my spouse, Cathy Patton Harris. In the event that my spouse fails to qualify or ceases to serve, I nominate and constitute as survivor-trustee, my daughter, Robyn Leigh Harris Bridges.

## ARTICLE 2 PROPERTY

2.1 Items of Tangible Property. I give each item of tangible personal property used by me in a strictly personal way, each item of household furniture and furnishings and each automobile to my spouse, Cathy Patton Harris. If my spouse does not survive me, I give the property to my daughter, Robyn Leigh Harris Bridges who survives me. If none of my children survives me, I give the property to be part of my Remainder Estate. Each question about including an item under this paragraph is to be decided by my executrix.

James Ronald Harris  
JAMES RONALD HARRIS

2.2 Casualty Insurance. Each insurance policy covering an item of property passing under this Article passes with the property. The recipient is not to be charged for any unearned premium already paid. If an item of property passing under this Article has been destroyed or damaged, the insurance proceeds recovered or recoverable are to be paid in place of the destroyed item and in addition to a damaged item.

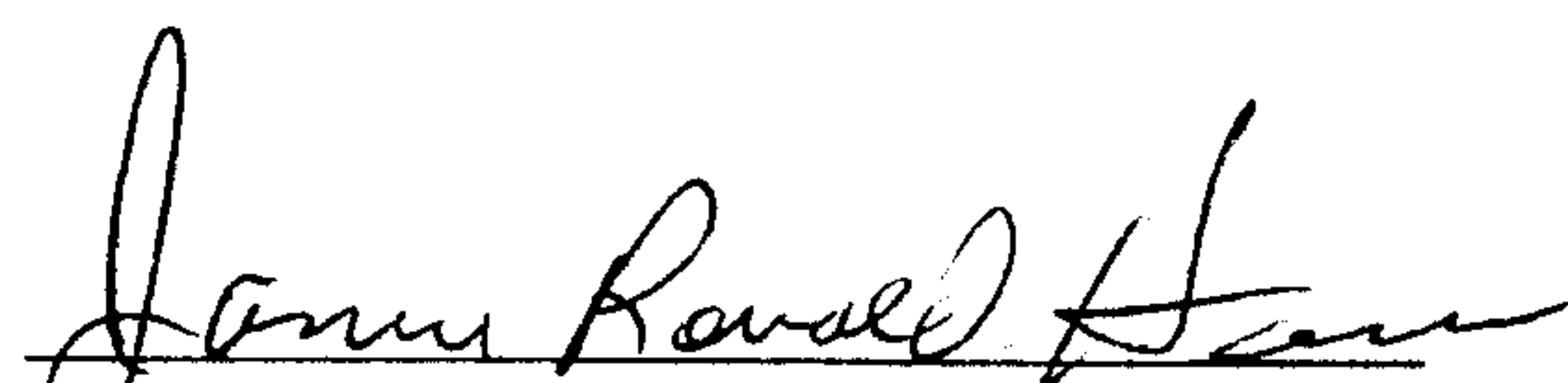
### **ARTICLE 3**

#### **DISTRIBUTION OF REMAINDER ESTATE**

##### **3.1 Marital Portion of My Estate**

(a) **Amount and Distribution**. If my spouse survives me, I give my spouse as the marital deduction:

- (i) one-half ( $\frac{1}{2}$ ) of my gross estate, or that portion of my estate under the U. S. Estate Tax law, less
  - (A) each allowed deduction, other than the marital deduction,
  - (B) each allowed exemption and
  - (C) the exemption equivalent of each allowed credit, but only to the extent that use of the amount does not cause an increase in taxes, or
- (ii) under the estate or inheritance tax law of my domiciliary state, the lesser of
  - (A) One-half ( $\frac{1}{2}$ ) of my gross estate less
    - (1) each allowed deduction, other than the marital deduction,
    - (2) each allowed exemption and
    - (3) the exemption equivalent of each allowed credit, but only to the extent that use of the amount does not cause an increase in taxes, or
  - (B) the maximum allowable marital deduction.

  
JAMES RONALD HARRIS





(iii) However, in no event shall my spouse receive less than one-half ( $\frac{1}{2}$ ) of my gross estate, or the maximum allowed estate's under the Federal Estate Tax Law, whichever is the greatest.

This bequest shall be referred to in this instrument as the "Marital Portion of My Estate". If my spouse does not survive me, the property otherwise given under this Paragraph 3.1 will be distributed in accordance with the other provisions of this will.

It is my intent that my spouse shall receive one-half ( $\frac{1}{2}$ ) of my gross estate, or the maximum allowed estate's under the Federal Estate Tax Law, whichever is the greatest.

(b) Method of Apportionment. The executrix shall have the absolute discretion as to the apportionments or allocation of assets to the Marital Portion in cash or in kind, or partly in each. If apportionment is made in kind, the executor is to select assets it deems advisable and appropriate.

(c) Construction of Provisions. This instrument is to be construed to permit the provisions of this Paragraph 3.1 and the property given under this Paragraph 3.1 to qualify for the U.S. Estate Tax and any state inheritance tax marital deduction with respect to my estate.

(d) Power to Disclaim. My spouse may disclaim any interest in the Marital Portion in whole or in part by complying with the provisions of Paragraph 8.9. If my spouse disclaims, the disclaimer results in the addition to the Remainder Estate of the property in which my spouse disclaims any interest.

  
JAMES RONALD HARRIS

3.2 Remainder Portion. (By-Pass Trust)

(a) Amount and Distribution. The rest of my estate, subject to the charge of all death taxes as provided in Paragraph 5.3, is referred to as my "Remainder Estate". I give my Remainder Estate to the trustee to be the principal of a trust referred to as the "Remainder Trust". The Remainder Trust will be held, managed and controlled in trust and the income and principal distributed according to the authority contained in this Article.

(1) My Executrix shall have the absolute discretion as to the apportionment or allocation of assets to the remainder portion that she may deem advisable and appropriate.

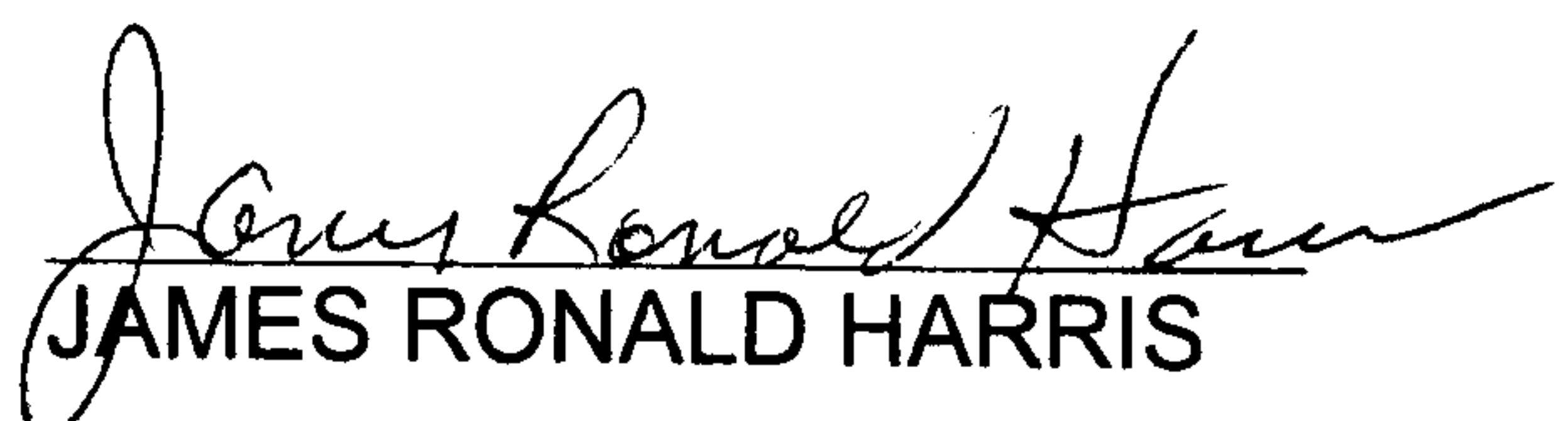
(b) Distribution of Remainder Trust. Until the death of my spouse or thereafter until the date my child attains age twenty-one (21), the Remainder Trust will be held in trust and distributed as follows for the benefit of my spouse:

(i) Income Distribution. The trustee as it deems advisable may distribute some or all of the trust income to or for the benefit of my spouse, my child, or grandchildren. The trustee in deciding on distributing income is to consider the beneficiaries in the following order:

1. My spouse;
2. My children who have attained age 21;
3. My grandchildren.

Income distributions may be made for any purpose. Any income not distributed is to be accumulated for future use.

(ii) Principal Distribution. The trustee as it deems advisable may distribute some or all of the trust principal to or for the benefit of my spouse, my child, or grandchildren. The trustee in deciding on distributing principal is to consider the beneficiaries in the following order:

  
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1. My spouse;
2. My child;
3. My grandchildren.

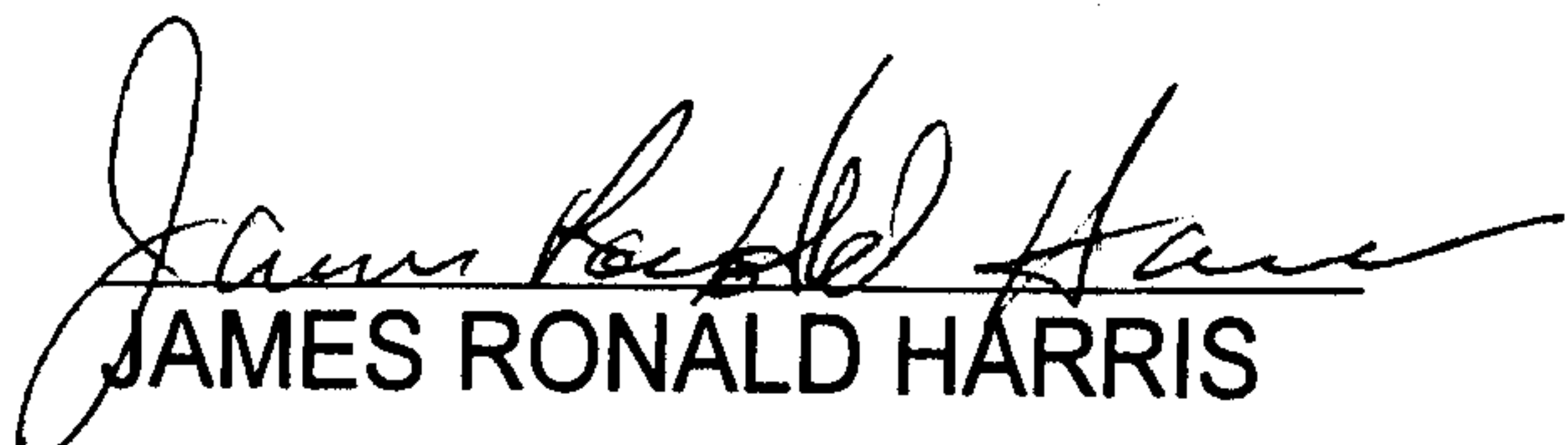
Principal distributions for my spouse may be made only to meet proper support or maintenance needs of the beneficiaries. Principal distributions for my child who has not attained age twenty-one (21) may be made only to meet proper support, maintenance or education needs of the beneficiary. Principal distributions for my grandchildren may be made only to meet emergencies.

If any property in this trust results from my spouse's disclaimer, no principal distribution for my spouse may be made from the principal added to the trust as a result of the disclaimer.

(iii) Exercise of Powers. Without limiting the broad discretionary powers given the trustee, I declare it is my primary interest that my spouse be reasonably supported in the degree of comfort permitted by the resources at my spouse's disposal including this Remainder Trust fund and that my children have educational opportunities suited to their abilities.

Notwithstanding the provisions of Paragraph 3.2(b)(ii) to the extent practicable, the trustee in making principal distributions for the benefit of my spouse is requested to consider the value of the Marital Portion Trust under Paragraph 3.1(d) before distributing from the trust under this Article 3. This request is not applicable to the extent it would be necessary to sell property which in the trustee's opinion should not be sold.

(iv) Beneficiary Power of Appointment. Each child of mine who dies before the date for apportionment in Paragraph 3.2(c) whose share would pass on apportionment to or for a beneficiary whose receipt of

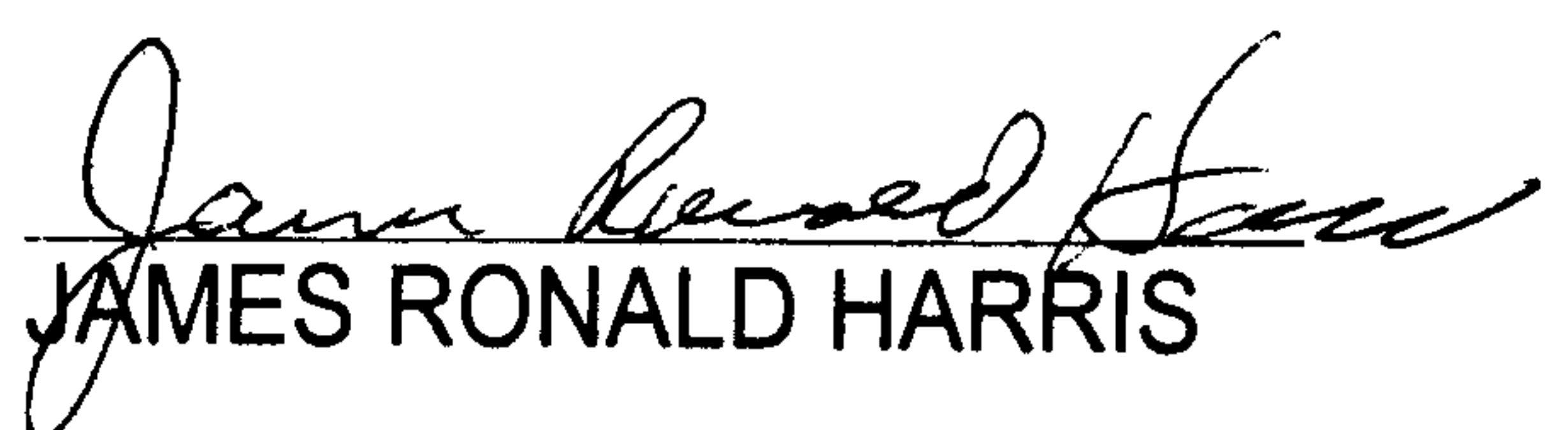
  
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the property would be a generation skipping transfer causing a generation skipping transfer tax to be payable by the trust, has the unrestricted and exclusive power, exercisable in all events to dispose of each amount apportioned or reapportioned to the beneficiary in any manner the beneficiary may designate in a will or codicil signed or published at any time. The will or codicil must specifically refer to this power. The beneficiary may exercise the power in favor of its estate or any other appointee or appointees without limitation. If the trustee does not receive written notice that a will or codicil of the beneficiary exercising this power has been probated or offered for probate within six (6) months after the date of his death, the trustee may conclusively presume that the power was not exercised. If at the date for apportionment the deceased child's share would pass to or for a beneficiary whose receipt of the property would not be a generation skipping transfer causing a generation skipping transfer tax to be payable by the trust, then the deceased child has no power of appointment.

(v) Payment of Certain Taxes. If the giftover provisions of Paragraph 3.2(b)(v) apply, the transfer of the beneficiary's share will cause the beneficiary's estate to be taxed on the value of the property but the beneficiary's estate may not have the assets with which to pay the taxes, I direct the trustee, within the time allotted by law for the payment of estate, inheritance and death taxes on the beneficiary's estate, to pay to the appropriate taxing authorities, but not to the beneficiary's personal representative, for crediting against the taxes to be paid by the beneficiary's estate, an amount equal to the difference between the taxes as are actually due and payable and the amount of the taxes which would be due and payable in the absence of the inclusion for purposes of the taxes of the principal and any undistributed income of the share.

  
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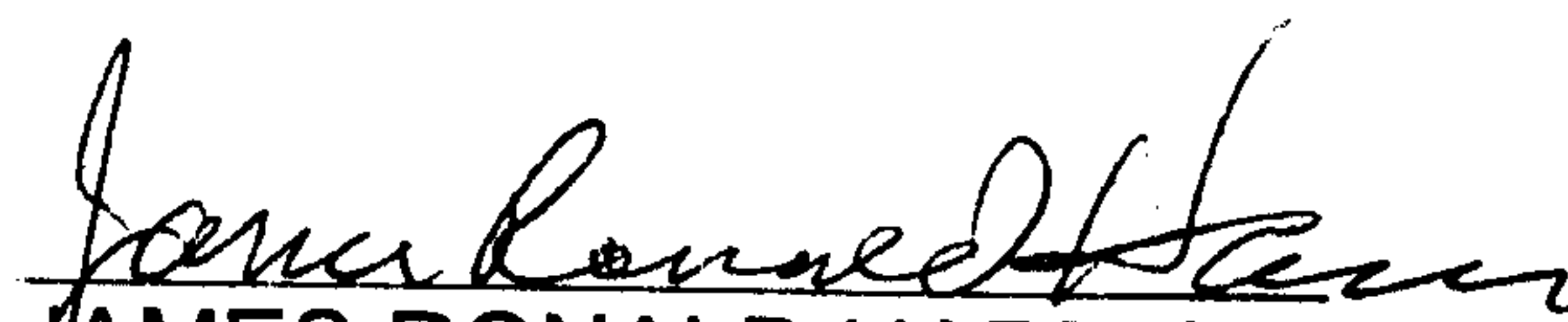
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(c) Apportionment of Remainder Trust. On the death of my spouse, on the date my youngest child attains age twenty-one (21) or on my death, whichever occurs last, to the extent not appointed pursuant to Paragraph 3.2(b)(iv), the then principal and any undistributed income of the trust shall be give to my child, if none then living, and one equal share being apportioned to the then-living descendants, per stirpes, of each deceased child of mine who has descendants living at the time. Any property distributable to the trustee of the Remainder Trust, under this instrument or otherwise, after the apportionment date described in the preceding sentence is to be apportioned as of the date of distribution to the person or persons then living who would take under this Paragraph if the apportionment took place on the date of distribution.

(vi) Reapportionment on Death of the Beneficiary. On the death of the beneficiary before the final distribution date of a trust apportioned to the person, the trust to the extent it is not vested is to be reapportioned to the person's then-living descendants, per stirpes. If the person is not survived by descendants, the trust to the extent it is not vested is to be reapportioned among the then-living descendants, per stirpes, of the person's most closely related ancestor who is then survived by descendants, provided that the ancestor is me or a descendant of mine. The amount or amounts so apportioned to a child of mine will be held in trust. The amount or amounts so apportioned to any other descendant of mine will be distributed free of trust subject to the trustee's discretionary powers in Paragraph 3.2(f).

(vii) Beneficiary's Power of Appointment. Each beneficiary who dies before the final distribution date of a trust apportioned to the person whose share would pass on apportionment to or for a beneficiary whose receipt of the property would be a generation skipping transfer causing a generation skipping transfer tax to be payable by the trust, has the unrestricted and exclusive power, exercisable in all events to dispose

  
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of each amount apportioned or reapportioned to the beneficiary in any manner the beneficiary may designate in a will or codicil signed or republished at any time. The Will or codicil must specifically refer to this power. The beneficiary may exercise the power in favor of its estate or any other appointee or appointees without limitation. If the trustee does not receive written notice that a will or codicil of the beneficiary exercising this power has been probated or offered for probate within six (6) months after the date of his death the trustee may conclusively presume that the power was not exercised. If at the date for apportionment the deceased beneficiary's share would pass to or for a beneficiary whose receipt of the property would not be a generation skipping transfer causing a generation skipping transfer tax to be payable by the trust, then the deceased beneficiary has no power of appointment.

(viii) Giftover Provisions. If a beneficiary has a power of appointment, but does not exercise the power of appointment, the amount or amounts apportioned or reapportioned to the beneficiary will be apportioned or reapportioned.

(ix) Payment of Certain Taxes. The transfer of the beneficiary's share will cause the beneficiary's estate to be taxed on the value of the property but the beneficiary's estate may not have the assets with which to pay the taxes, I direct the trustee, within the time allotted by law for the payment of estate, inheritance and death taxes on the beneficiary's estate, to pay to the appropriate taxing authorities, but not to the beneficiary's personal representative, for crediting against the taxes to be paid by the beneficiary's estate, an amount equal to the difference between the taxes as are actually due and payable and the amount of the taxes which would be due and payable in the absence of the inclusion for purposes of the taxes of the principal and any undistributed income of the share.

  
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(e) Contingent Distribution. If, at any time, there is no person qualified to receive any trust under this Paragraph 3.2, the trust estate will pass free of trust to those Persons, and in the shares as would have taken property owned by me had I died at the time intestate and domiciled in Your State.

(f) Vesting and Continuation of Trust Interests. When the time arrives for the distribution of part or all of the principal of the trust, the trust, or portion, which is distributable becomes fixed and is not to be reopened to let in any contingent beneficiary or afterborn person.

#### **ARTICLE 4**

##### **PROVISIONS RELATIVE TO FIDUCIARIES**


4.1 Definition. The term "fiduciary" means the executor, trustee or guardian serving at any time under my will and includes successors.

4.2 Bond. No bond is required of any fiduciary appointed under this will or by a court.

4.3 Resignation. Each fiduciary serving under this will may resign at any time by giving written notice of the resignation to any remaining fiduciary, and to any successor fiduciary or to the person having the power to appoint a successor fiduciary or to the court having jurisdiction to appoint a successor fiduciary.

4.4 Appointment of Successor Fiduciary. If there is no fiduciary serving, the beneficiaries of the estate or trust estate, as the case may be, may appoint a fiduciary to serve.

4.5 Action by Beneficiaries. Any action to be taken by the beneficiaries under this Article is valid if taken by the beneficiaries of the

  
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estate or of the trust estate, as the case may be, who at any time represent a majority in interest in the estate or in the trust estate. Any beneficiary who is a minor or who is under other legal disability will be represented by his or her parent or his or her duly appointed guardian.

4.6 Settlement of Accounts on Vacating Office. If a fiduciary ceases to serve, except where an individual fiduciary dies, the fiduciary is to file with each other fiduciary, including successors, a settlement of the accounts and an inventory of the estate or trust estate. The expense of the settlement and inventory is to be paid by the estate or trust estate. The fiduciary ceasing to serve is to deliver the estate or trust estate assets to the successor or remaining fiduciary.

4.7. Nonresident Provision. The named fiduciary may appoint a fiduciary to meet any requirement that at least one fiduciary be a resident of the state of my domicile.

## **ARTICLE 5**

### **PAYMENT OF DEBTS, EXPENSES AND TAXES**

5.1 Debts, Funeral and Administration Expenses. My executor is to pay all legally enforceable debts incurred by me, my funeral and burial expenses, the expenses of my last illness, and the administration expenses of my estate. My executor has discretion to pay each debt secured by real estate. If my executor pays a debt secured by real estate, no reimbursement is to be required of my spouse.

5.2 Income Tax Treatment of Administration Expenses. My executor may claim each estate administration expense as a deduction on the U.S. Estate Tax Return or on any U.S. Income Tax Return for my estate. No compensating adjustments between the income and principal are to be made because of the decision.

  
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5.3 Taxes.

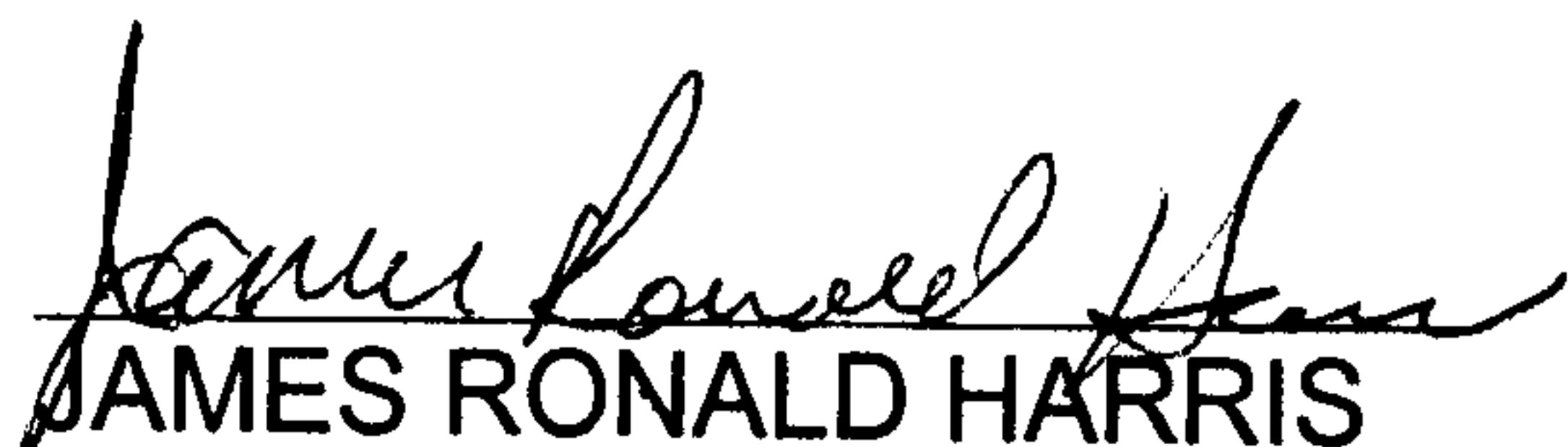
(a) Defined. Except for the taxes payable from my non-probate estate as defined in Paragraph 5.4, the term "taxes" means each transfer tax assessed by the United states, any state or other governmental unit because of my death for which my estate is liable whether the property transferred is part of the property passing under my will or is property passing outside my will and includes any penalty or interest assessed.

(b) Payment. My executor is to pay all taxes from my Remainder Estate.

5.4 Taxes Payable from Non-Probate Estate.

(a) Defined. The term "taxes payable from my non-probate estate" means each United States, state or other governmental unit tax:

- (iii) on each generation skipping taxable distribution or taxable termination,
- (ii) on any excess accumulations by reason of Code Section 4980A or corresponding provisions of state or other governmental unit law,
- (iii) on any property included in my gross estate by reason of Code Section 2044 or corresponding provisions of state or other governmental unit law, assessed because of my death for which my estate is liable and includes any penalty or interest assessed.

  
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(b) Action by Executor. Unless the beneficiaries of the Remainder Estate waive the requirements of this paragraph my executor is to recover from the person or entity possessing the property, whose transfer gave rise to a tax, each tax imposed because of the transfer. It is my intent that these taxes not be paid from my probate estate.

## **ARTICLE 6**

### **DEFINITIONS**

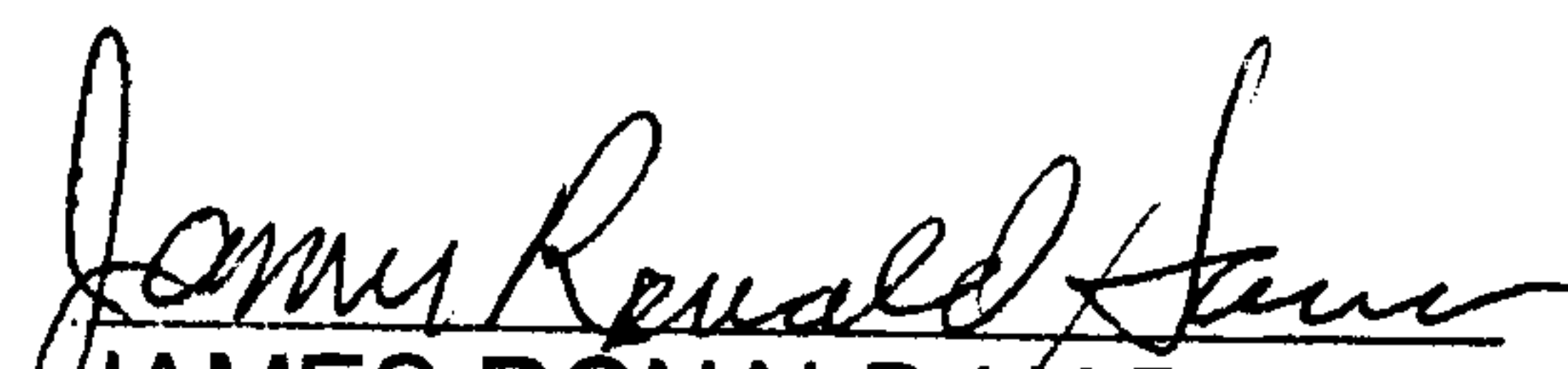
6.1 My Spouse. References in this will to "my wife" or "my spouse" mean Cathy Patton Harris

6.2 My Children. My child is Robyn Leigh Harris Bridges. If there is a child or children born to or adopted by me after the date of this instrument, the child or children share under this instrument as if specifically named.

6.3 Adopted Children. Every legally adopted child of any person designated or described in this instrument and every descendant, by blood or adoption, of the adopted child has the same status under this instrument as if the adopted child were the blood child of its adoptive parents with respect to rights to receive property and benefits while living and with respect to the passing of interests on the death of the adopted child or descendant; and the words "children" and "descendants" and words and phrases of similar import are to be so construed.

6.4 Singular and Masculine Usage. Any use of the masculine includes the feminine, and the singular the plural, when the meaning is appropriate.

6.5 Definition of Code. "Code" means the Internal Revenue Code of 1986 as amended. Each reference to a specific section must be read at

  
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the date the document was signed and includes each revision or renumbering of the section.

6.6 Definition of Education. The term "education" means formal instruction at an established educational institution and at any level and includes the cost of tuition, room, board, fees, books, supplies and other expense or allowance as the trustee deems proper.

6.7 Definition of Emergency. The term "emergency" means an unusual or nonrecurring need of a beneficiary - for example, illnesses other than of a routine nature; accidents; loss or destruction of earning power or property; education; permitting the beneficiary to enter a profession or take advantage of a business opportunity or purchase a home.

## **ARTICLE 7**

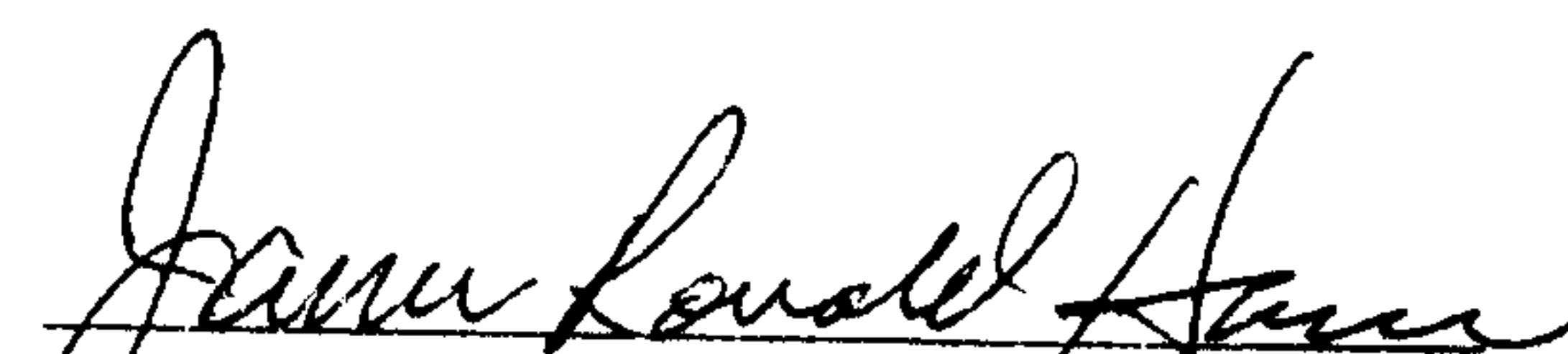
### **SIMULTANEOUS DEATH**

If my spouse and I die simultaneously, or under circumstances which make it difficult or impossible to determine who died first, I direct that my spouse be deemed to have survived me for the purposes of this will. The provisions of this will are to be construed on that assumption, irrespective of any provisions of law establishing a contrary presumption. But if any other beneficiary under this will dies with me in a common accident or disaster, or under circumstances which make it difficult or impossible to determine who died first, I direct that I be deemed to have survived the beneficiary or beneficiaries and that the will be so construed.

## **ARTICLE 8**

### **MISCELLANEOUS PROVISIONS**

8.1 Dealing with Executor. No person dealing with the executor in any capacity is bound to inquire into the capacity to act on the part of the executor or into the authority for, or propriety of, any act of the executor or

  
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to see to the application or disposition of any money or other property paid, delivered or loaned to the executor.

8.2 Income During Administration. During the administration of my estate, the executor is authorized to make distributions of the income of the estate to the same persons, and in the same proportions, as might be made if the administration were completed.

8.3 Disposition of Assets. I authorize the executor, without the order of any court, to sell any of my real estate or personal property not specifically given by me at public or private sale, without the joinder of any beneficiary, in the manner and on the terms and for the price as may seem best; and on each sale of real estate the proceeds are to be treated as to any part of my personal estate.

8.4 Waiver of Inventory Reports and Appraisal. I authorize my executor to administer and settle my estate without the necessity of filing an inventory or making any report or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal is required by law.

8.5 Discretionary Powers. In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this will, the executor is granted the following specific discretionary powers, duties and obligations:

(a) Investments. To retain as investments all property which is included in my estate at the time of my death.

(b) Diversification. To acquire and retain all kinds of property without regard to principles of diversification.

  
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(c) Borrowing. To borrow money if the executor deems it advisable in the administration of my estate on the terms my executor deems advisable.

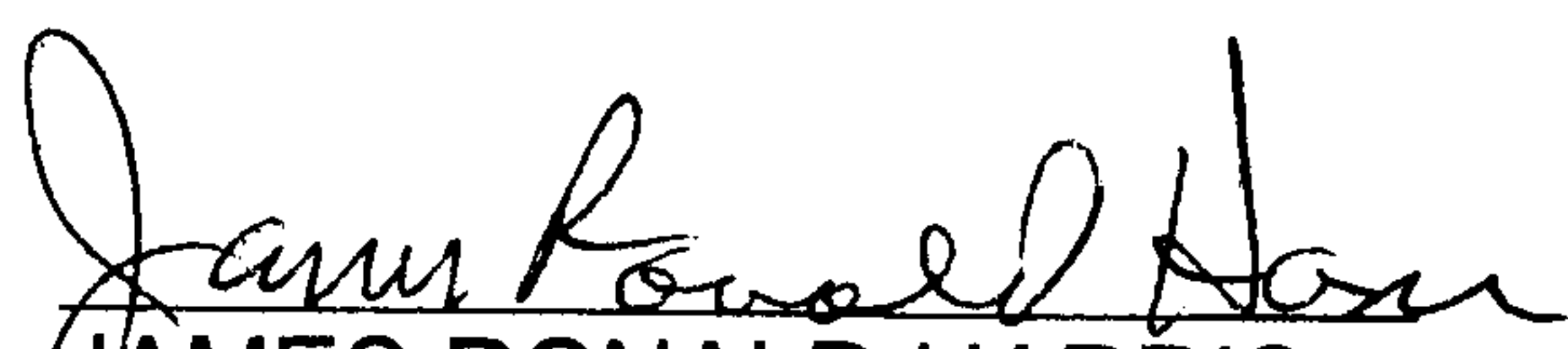
(d) Leases. To enter into leases extending beyond the period of administration of this estate.

(e) Distribution. To make distribution in cash or in kind or partly in each, even if shares be composed differently.

(f) Responsibility. To exercise all powers with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

8.6 Distribution to Minors. Whenever my executor is directed to pay any money or to deliver any property to or to use any money or property for the benefit of any minor, my executor is not to require the appointment of a guardian. I authorize my executor in the executor's discretion to retain any part of the money or property during the minor's minority or to deliver all or any part of the money or property without the necessity of requiring bond to the guardian of the person or property of the minor or to the person with whom the minor may reside or to the minor. The receipt of any the person for the money or property discharges the executor irrespective of the age or other qualifications of the person.

8.7 Ancillary Administration. If I own real estate located outside the state of my domicile or if ancillary administration of my estate is needed for any other reason, I appoint my domiciliary executor or any of them who may be permitted to qualify in the other jurisdiction as my executor in the other jurisdiction. If my domiciliary executor or any of them is unable or unwilling to qualify, I appoint as my executor in the other jurisdiction the person or persons selected by my domiciliary executor by an instrument in writing signed by my domiciliary executor and delivered to the person or

  
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persons so selected and to the court in the other jurisdiction having the authority over the ancillary probate of my will. The ancillary administrator is not required to post bond, file inventories or make reports to any court and has the same powers as my domiciliary executor. As quickly as the ancillary administrator can complete the ancillary administration, the net assets from the ancillary administration are to be delivered to my domiciliary executor.

8.8 Real Estate. Any real property which I own at my death is to be part of my probate estate and treated as forming part of my personal estate for administration purposes.

8.9 Power to Disclaim. Each person entitled to receive an interest under this instrument may disclaim the interest in whole or in part if the person has not accepted the interest or any of its benefits. The person will not be treated as accepting an interest or any of its benefits if the person takes physical possession of the property solely to protect it against loss or damage and, if the person is not otherwise appointed a fiduciary, I appoint the person a special fiduciary for the purpose of protecting the property.

If the recipient of an interest dies or is incapacitated, the decision whether to disclaim and the disclaimer will be made by the recipient's personal representative, guardian or conservator. If the interest disclaimed is my spouse's, the amount disclaimed cannot exceed the amount of the U.S. Estate Tax unified credit equivalent available to my estate.

To be effective the disclaimer must (a) be in writing (b) be delivered to my executor on or before the date which is nine (9) months after my death unless the recipient is a minor in which case delivery must be within nine (9) months of the date the recipient attains majority and (c) must describe the property and the interest or part of it being disclaimed.

If an interest is disclaimed, the interest will pass as otherwise directed in this instrument. If there is no direction any interest disclaimed

  
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by a disclaimant of a more remote degree of relationship to me than a child will pass to the disclaimant's parent who is a descendant of mine. Any interest disclaimed by a disclaimant and by the person who would take by reason of the disclaimer will pass in equal shares, one equal share for each then-living child of the disclaimant.

Except for my spouse, no person making a disclaimer is to benefit from or in any way share in or enjoy the property which was the subject of the person's disclaimer.

If there is a disclaimer and a document is needed to evidence passage of title to the recipient of the disclaimer, I direct my executor to sign document.

8.10 Earnings on Specific Gifts. If my will contains a specific gift of shares of stock, bonds, notes, other negotiable securities, specifically identified certificates of deposit or depository accounts or other similar property, the earnings attributable to the property from the date of my death to the date of the distribution belong to the recipient.

If my will contains a specific gift of a specified sum of money, my executor has 120 days from the date of my death in which to distribute the gift without the recipient participating in any earnings on the sum. If my executor does not distribute the gift within 120 days from the date of my death, the recipient will be entitled to receive in addition to the gift a proportionate share of the earnings of my estate from the date of my death to the date the gift is distributed.

8.11 Reservation of Right to Alter, Amend or Revoke Will. Although my spouse and I are signing wills at or about the same time is not our intent that these wills be joint and mutual, nor have we made any agreement or contract as to the disposition of our estates, and I specifically reserve the right to alter, amend or revoke this will at any time either before

  
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or after the death of my spouse without giving notice of the action to my spouse if my spouse is then living.

8.12 Execution of Joint Return. I authorize my executor to sign a joint return with my surviving spouse if my executor deems the action advisable.

8.13 No Contest Provision. If any beneficiary contests the probate or validity of this will or any of its provisions, or institutes or joins in any proceeding to contest the validity of this will or to prevent any provision from being carried out in accordance with its terms (regardless of whether or not the proceedings are instituted in good faith and with probable cause) then all benefits provided for the beneficiary are revoked and the benefits pass as if the beneficiary had predeceased me leaving no heirs.

8.14 Marital Deduction QTIP Election. My executor in his sole discretion is to determine whether to elect to qualify any specific portion of the Marital Portion for the U. S. Estate Tax or any state inheritance or estate tax marital deduction. I expect my executor will make the election and thereby minimize the death taxes payable on my estate. Notwithstanding my expectation, my executor should give consideration to the death taxes payable in my spouse's estate on my spouse's death, particularly if my spouse dies before the time for making this election. The decision by my executor about the exercise of this election is conclusive on all affected parties.

8.15 Marital Deduction QDT Election. If my spouse is not a citizen of the United States, I anticipate my executors will elect to qualify the trust under Paragraph 3.1 as a "Qualified Domestic Trust" as defined in Code §2056A(a). My executors or trustees may, by an instrument filed in the Court in which this will is probated, amend this trust to qualify it as a

  
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Qualified Domestic Trust. If the election is made under Code §2056A(a), at least one of my trustees shall be a citizen of the United States or a United States corporation. The determination of my executors with respect to the exercise of this election shall be conclusive on all affected persons.

8.16 Exercise of Power of Appointment. To effectively exercise a power of appointment, the person who possesses the power must comply with each requirement of this paragraph. If the terms of the power specify a particular document for exercise, the exercise must be in the document. If the terms of the power specify a particular time for signing the required document, the time must be strictly followed. If there is no required document or time for exercise, the exercise must be in writing and delivered to the person or entity possessing the property subject to the power. The delivery must be within a reasonable time to allow the person or entity possessing the property to act on the exercise.

If the provisions creating the power require specific reference to the power for exercise, that requirement is satisfied only if the document exercising the power identifies the document creating the power, gives the date the document was signed and identifies by number the paragraph of the document that grants the power.

## **ARTICLE 9**

### **POWERS, DUTIES AND OBLIGATIONS OF TRUSTEE AND MISCELLANEOUS PROVISIONS**

9.1 Investments. In addition to and not in limitation of all applicable common law and statutory authority for trust investments, the trustee has the following investment powers:

(a) In General. Except as otherwise expressly provided in this instrument, the trustee may invest or reinvest each item of money and other property, which power includes the right to sell an existing investment. In making any investments or reinvestments, the trustee is not

  
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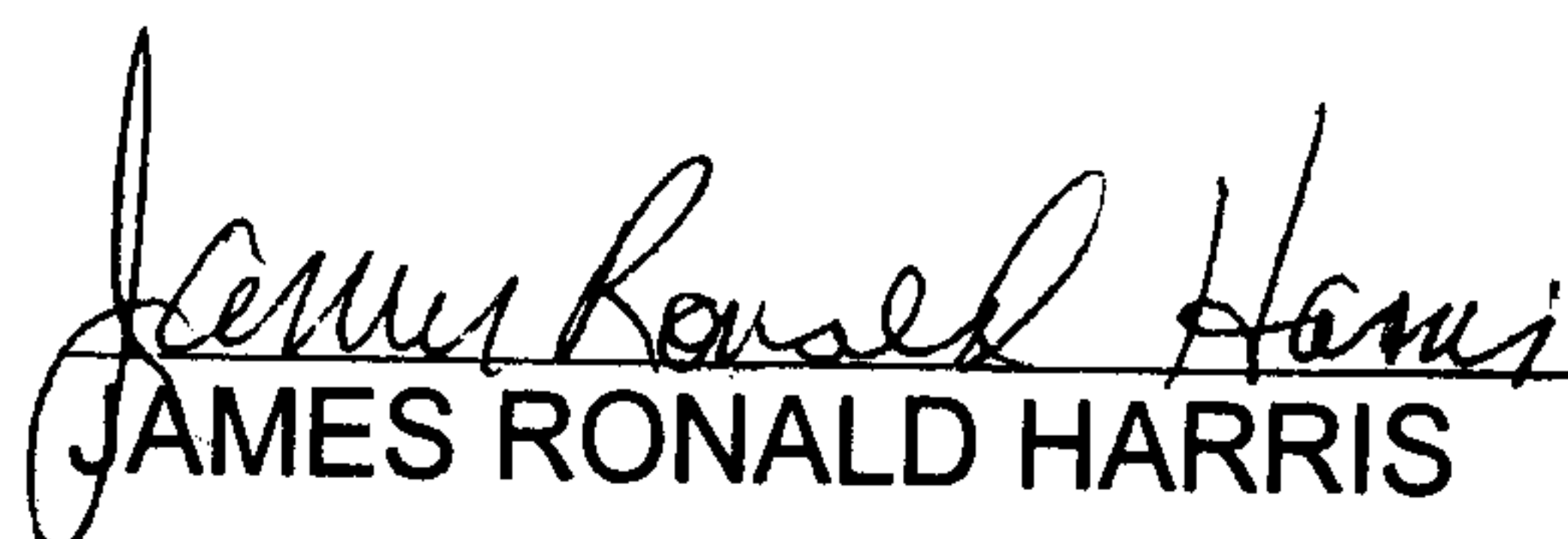


restricted to those authorized or prescribed by any applicable present or future law governing trust investments.

(b) Diversification. The trustee may acquire, receive and retain investments, without regard to principles of diversification, and without regard to the predominance of common stock, or stock in closely held corporations.

(c) Common Trust Funds. The trustee may invest in common trust funds maintained by any corporate trustee serving under this instrument.

(d) Stock in Corporate Trustee. The trustee is authorized to retain for investment any stock in any corporate trustee serving under this instrument and to acquire and retain additional stock in any corporate trustee if the trustee deems the action to be in the best interest of the trust estate. The trustee is authorized to exercise the same discretions, rights, powers, and authority regarding any shares of stock in any corporate trustee as is conferred upon the trustee by this instrument regarding other property in the trust estate. The stock of any corporate trustee serving under this instrument is to be voted by the individual trustee alone, if there is one then serving, and, if not, in accordance with the written instructions of a majority of the adult beneficiaries at that time. In the event it is deemed advisable that all or any portion of the stock in the corporate trustee be sold, the trustee may sell the stock to any person, including any co-fiduciary, director, officer, employee, other stockholder, or beneficiary of the trust estate, at the best price reasonably obtainable, provided the sale is approved by the executive committee of the corporate trustee, or the committee as may then be performing functions substantially the same as those now performed by the executive committee of the corporate trustee. The trustee shall have the same power and authority as granted in this paragraph with respect to the stock of any holding company or other company which owns or controls the corporate trustee or which is owned or controlled by the corporate trustee and the stock of the holding company or other company shall be voted as specified in this paragraph.

  
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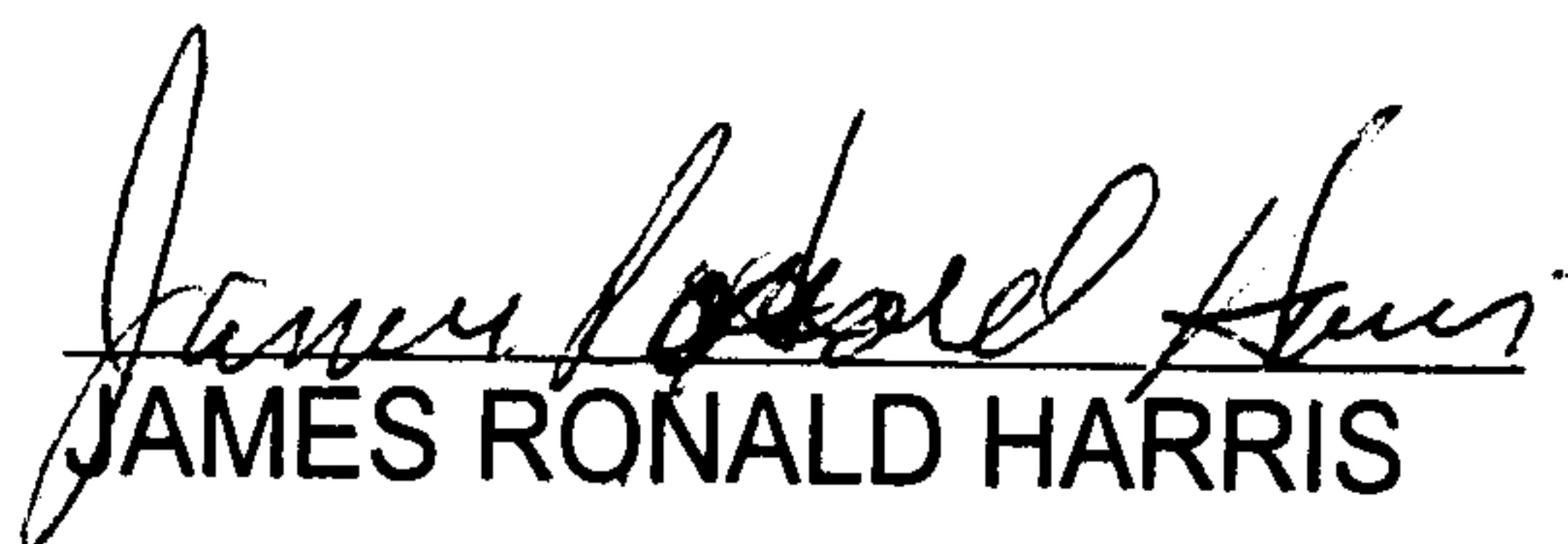


9.2 Trust Administration. The following provisions, as well as all consistent trust law of general applicability to this instrument, govern the administration of the trust estate:

(a) Consolidated Fund. Any amount apportioned under the Remainder Trust, unless otherwise expressly provided, constitutes a separate trust held for the benefit of the person or persons in the case of a family trust to whom it is apportioned. However, the trustee is authorized to keep the principal of any two or more of the trusts in a consolidated fund for convenience of investment and handling, with each trust holding an undivided interest in the principal as it from time to time exists, but the trustee is to record the undivided interests of the respective trusts in the consolidated fund. If under any provision of that Article a trust previously held for one beneficiary passes in trust for another beneficiary for whom at that time the trustee holds a trust under that Article, the trust so passing is to be added to his or her other trust for administration and distribution as a part of that trust.

(b) Accumulated Income: Any trust income not currently distributed or expended is to be accumulated by the trustee and may be invested to the extent deemed advisable; and any accumulated income, at the election of the trustee either continues to constitute income from which future distributions of income may be made or may be transferred to principal for handling and distribution. Whenever any trust under this instrument is apportioned or reapportioned to another beneficiary or other beneficiaries, any accumulated income held at that time becomes principal and is to be apportioned as part of principal.

(c) Treatment of Stock Dividends, etc. All stock, dividends, all stock or securities received by the trustee in connection with the reorganization, merger, consolidation, recapitalization or liquidation of any corporation and all capital gains realized on sales or exchanges of assets (less income or other taxes on the sale or exchange, which are to be paid

  
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by the trustee and charged against the principal) are to be treated as principal, and not as income for distribution.

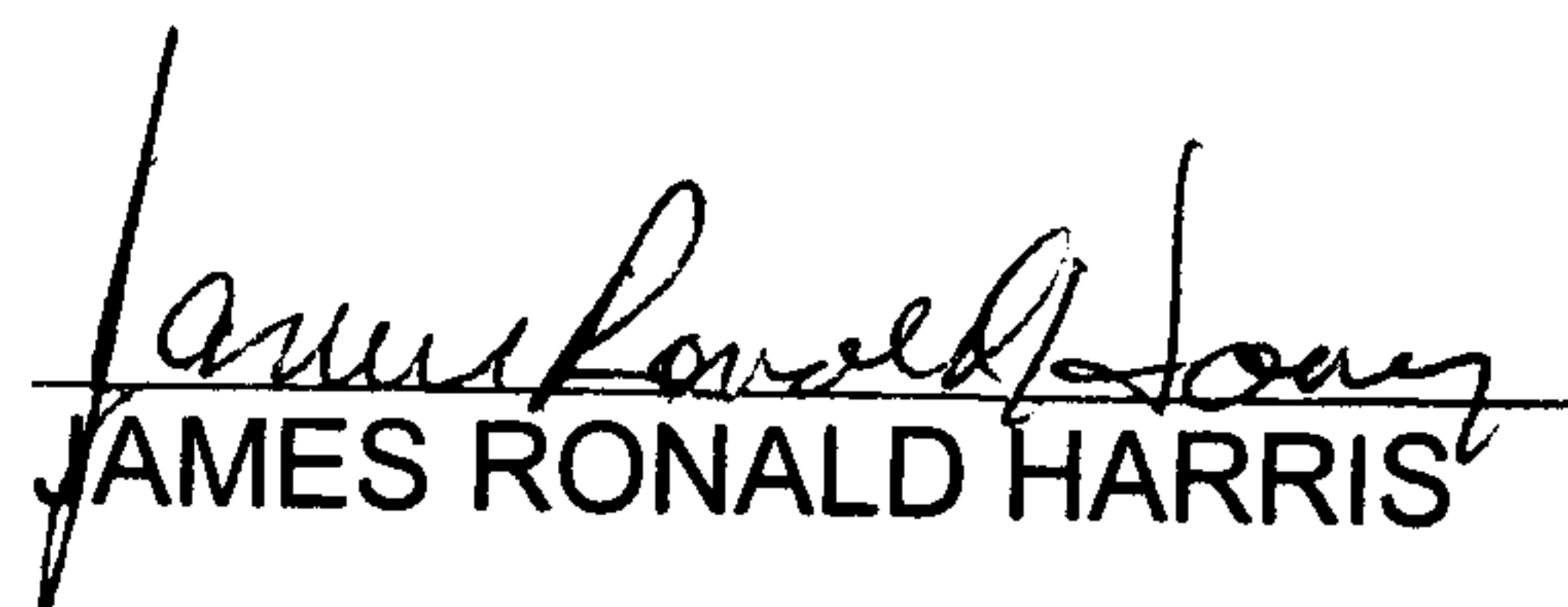
(d) Life Insurance. The trustee may acquire, take out, carry and maintain policies of insurance on the life of any beneficiary, or on the life of any person or persons in whom a beneficiary may at any time have an insurable interest, provided that the policies of insurance are owned by the trust or by a beneficiary, and that the proceeds of insurance are payable to the trust or a beneficiary. This power is not applicable to the Marital Portion Trust.

(e) Employment of Agents. The trustee may employ agents, custodians, depositories and legal tax and investment counsel and pay them reasonable compensation for their services from the trust estate.

(f) Custody of Assets. At all times during which a corporate trustee is serving, it has the duty and responsibility to retain custody either directly or indirectly through use of a central depository or a "clearing corporation" for securities safekeeping, of all stocks, securities and muniments of title owned by the trust estate, to maintain all accounting records of trust operations and to handle all clerical details of administering the trust estate.

(g) Delegation of Powers. Any trustee may, by written instrument, delegate some or all his powers to the remaining trustee or trustees for any period specified in the writing. During that period, or until the delegating trustee sooner gives written notice revoking the delegation, the remaining trustee or trustees may act as though the delegating trustee were deceased and had no successor. If the delegation is revoked before the stated period expires, the revocation will affect only those actions begun after the notice of revocation is actually received.

(h) Acts of Trustees. Except as expressly set forth to the contrary in this instrument, any action taken by the trustees is authorized by the concurrence of a majority of the trustees then acting or, if only two are then acting, by the concurrence of both.

  
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(i) Application of Trustee Powers. Each power granted under Article 9 which appears to apply only to a corporate trustee is equally applicable to an individual trustee.


(j) Power to Divide or Consolidate Trust. The trustee in its sole discretion has the power to divide property in any trust being held under this instrument into as many separate trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning. The trustee, in its sole discretion, has the power to consolidate the property in any number of trusts being held under this instrument into one or more trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning.

9.3 Trust Distribution. The distribution of the income and principal of each trust during its term and its final distribution on termination, is to be carried out according to the direction in this instrument and as follows:

(a) Considerations Relative to Distributions. In determining whether and the extent to which any discretionary distribution of current or accumulated income or principal is to be made under this instrument, the trustee may take into consideration the amounts and sources of other income of the beneficiary, his or her other resources and his or her other monetary needs; and the trustee is to make distribution according to the provisions of this instrument and in the best interests of the beneficiary. The trustee is fully protected in acting on any affidavit, document or other evidence which the trustee believes to be genuine and to state correctly the matters purported to be facts relating to the income of the beneficiary for any year or relating to any other factor considered by the trustee to be relevant.

(b) Preference of Current Beneficiaries. *As to my children, the trustee shall provide for each child equally and in the same manner unless there is a disability or extensive medical problem.*

(c) Method of Distribution. *In making any distribution of trust principal, the trustee may make distribution in kind or in cash or partly in*

  
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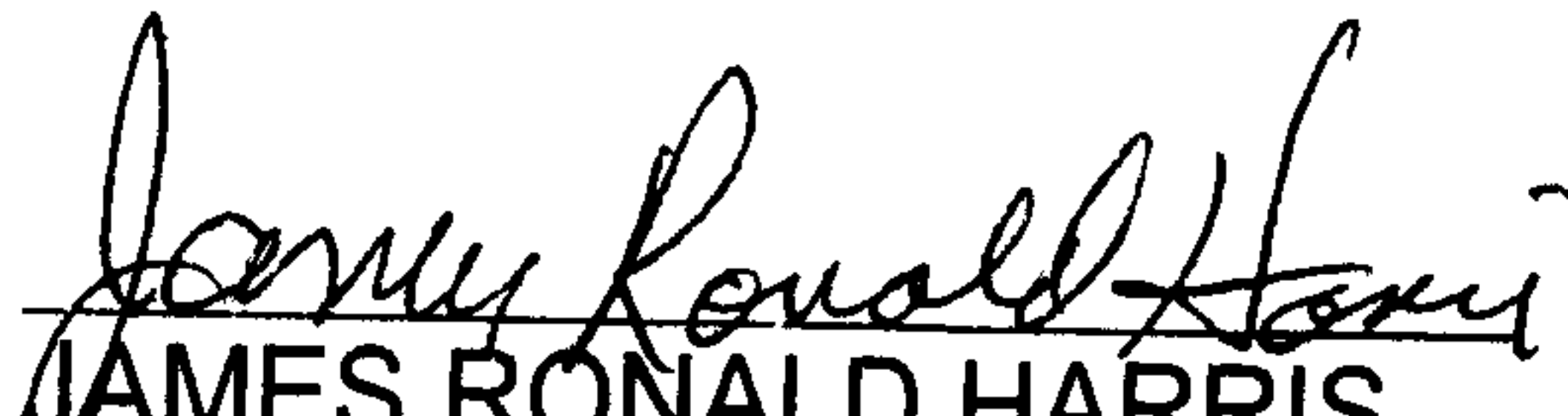




*each; and if distribution from a single trust or a consolidated trust fund is made to more than one beneficiary the trustee may divide any item of property distributed in kind either pro rata or in any other proportion among the beneficiaries or may distribute any or all of the items of property in whole among the beneficiaries, even if shares be composed differently. The judgment of the trustee concerning the values for the purpose of the distribution is binding and conclusive on all interested parties.*

*(d) Disability. The trustee may make authorized distributions to or for the benefit of any beneficiary who is a minor or who is under other legal disability without the intervention of a guardian and is authorized to make distributions to or for the benefit of any beneficiary who is a minor to a custodian for the minor. If the beneficiary's disability entitles the beneficiary to governmental assistance, the purpose of this trust is to provide for the extra and supplemental care, maintenance, support and education of the beneficiary in addition to the benefits the beneficiary otherwise receives as a result of the beneficiary's sources of other income of the beneficiary, his or her other resources and his or her other monetary needs; and the trustee is to make distribution according to the provisions of this instrument and in the best interests of the beneficiary. The trustee is fully protected in acting on any affidavit, document or other evidence which the trustee believes to be genuine and to state correctly the matters purported to be facts relating to the income of the beneficiary for any year or relating to any other factor considered by the trustee to be relevant.*

*(e) Spendthrift Provision. No right of any beneficiary to income or principal is subject to assignment, alienation or anticipation, and none is or may be made liable for any debt or obligation of any beneficiary, or subject to attachment of any other order, decree or process of court on account of or for the purpose of collecting any debt or obligation. This provision does not limit any power of appointment, disclaimer or assignment of income or principal to a trust created by or for the benefit of the assigning beneficiary. The provisions of any statute of any jurisdiction which allow all or any part of a trust to be assigned, alienated or anticipated by the beneficiary; made*

  
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liable for any debt or obligation of the beneficiary- or subject to attachment or other court process for the purpose of collecting any debt or obligation, except a statute allowing termination of a trust which is too small to be economically continued, do not apply to any trust created by this instrument. Except as specifically provided in this paragraph, I intend the entire principal or income or both of this trust to be subject to these spendthrift provisions notwithstanding any statutory provision which would allow some portion of the trust to be subjected to the assignment, alienation, anticipation or the claims of creditors.

(f) Power to Terminate. If at any time the principal of any trust is too small to justify the continuance of the trust for economic reasons, the trustee may terminate the trust and distribute the principal and any undistributed income to the person to whom the trust was apportioned or, in the case of a trust with multiple beneficiaries, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is deceased.

(g) Rule Against Perpetuities. Notwithstanding any provision in this instrument to the contrary, each trust estate or any portion of each trust estate is not to be continued beyond the date which is twenty-one (21) years after the death of the last survivor of the group composed of my spouse and the descendants of my father living at my death; and on that date, each trust which has not previously been distributed will be distributed, free of trust, to the persons to whom the trust was apportioned or, in the case of a family trust, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is deceased.

9.4 Powers of Trustee. The trustee is authorized to exercise with respect to any trust, together with all powers otherwise granted in this instrument, the following discretionary powers:

  
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(a) Reorganization. To enter any plan of reorganization of any corporation if the trustee deems the plan to be in the best interest of the trust.

(b) Obligations. To enter agreements modifying the terms or extending the maturities of any obligations.

(c) Nominee. To hold investments in the name of a nominee, in which case, with respect to securities held in the nominee's name, the nominee is excused from endorsing the securities in blank and is excused from signing transfer powers in blank and attaching them to the securities.

(d) Proxy and Voting Trusts. To vote stock by proxy and to enter voting trusts.

(e) Litigation. To sue, defend or compromise suits and legal actions and to employ counsel in connection with the same- and to make any other similar expenditure when advisable for the protection of the trust.

(f) Real Estate and Tangible Personalty. To purchase, sell, alter, repair, improve or partition real estate or tangible personalty, to mortgage or otherwise encumber the property; to make and sign leases of the property for any period, even if beyond the term of the trust; and to sign and deliver any deed, bill of sale, mortgage, deed of trust, transfer or assignment without the joinder of any beneficiary and without disclosing any beneficiary of the trust. The trustee may determine the rate and method of depreciation on all depreciable property and may withhold the amount of depreciation from income. Any amount so withheld constitutes a funded reserve for depreciation and remains a part of principal. The trustee may make capital improvements and use the funded depreciation reserve, or any other part of principal, for the improvements, repairs and other ordinary expenses are to be charged against income, and the trustee may determine whether an expense is an ordinary expense or a capital improvement.

(g) Borrowing. To borrow money from the commercial department of any corporate trustee serving under this instrument or from any other

  
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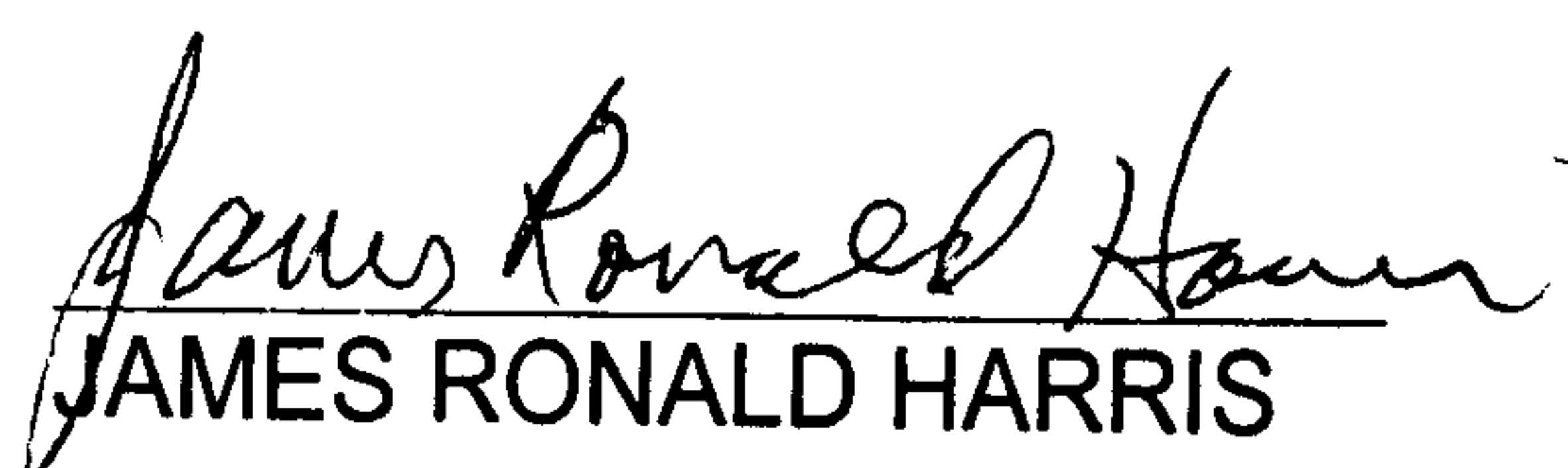
source, with or without the pledge of assets of the trust estate, on the terms and conditions as the trustee deems advisable.

(h) Business Interests. With respect to an interest of any kind in any business included in the trust estate, whether the interest is in sole proprietorship, or corporate form, to do generally all acts in relation to the interest as if the trustee were the absolute owner including, but not by way of limitation, the power to carry on the business in the manner or form and for the time as the trustee deems advisable; to sell or otherwise dispose of the same as a going concern and to accept consideration for it in cash, securities, notes or the other form of property or evidence of indebtedness as the trustee deems advisable; to liquidate it in whole or in part; to incorporate it or enter into a partnership agreement with respect to it; to carry out any agreement to which the interest is subject; or to withhold distribution of the trust estate for the period of time as is necessary to permit an orderly liquidation of the interest if the liquidation is desirable.

9.5 Duties, Restrictions, Privileges and Immunities of Trustee. The following special provisions shall govern the relationship among the trustee, the trust estate, the beneficiaries and other persons:

(a) Reports of Trustee. The trustee is not required to make reports to or settlements with any court. However, the trustee is to render annually, to each income beneficiary of the trust estate, or to the natural or legal guardian of the beneficiary, full statements showing all items of income, receipts, expenses and disbursements and a schedule of all assets and liabilities of the trust estate.

(c) Compensation. The trustee is entitled to reasonable compensation for services rendered, the amount to be fixed by agreement with me or, after my death, with the adult income beneficiaries and with the adult who is actually caring for any minor beneficiary, or, if the agreement cannot be reached, by the court having appropriate jurisdiction. If a trustee maintains a published fee schedule, the fee according to the schedule applicable to the period for which compensation is sought is deemed

  
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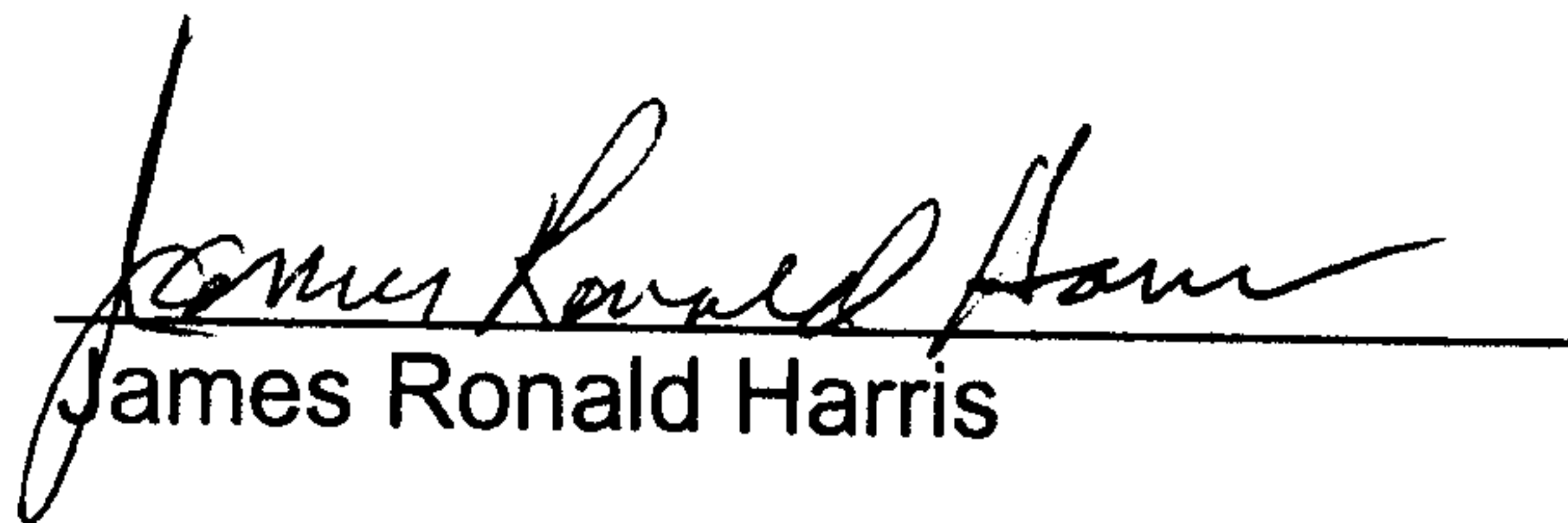


reasonable. The trustee's compensation will be charged as an expense against income regardless of the basis for computing the compensation.

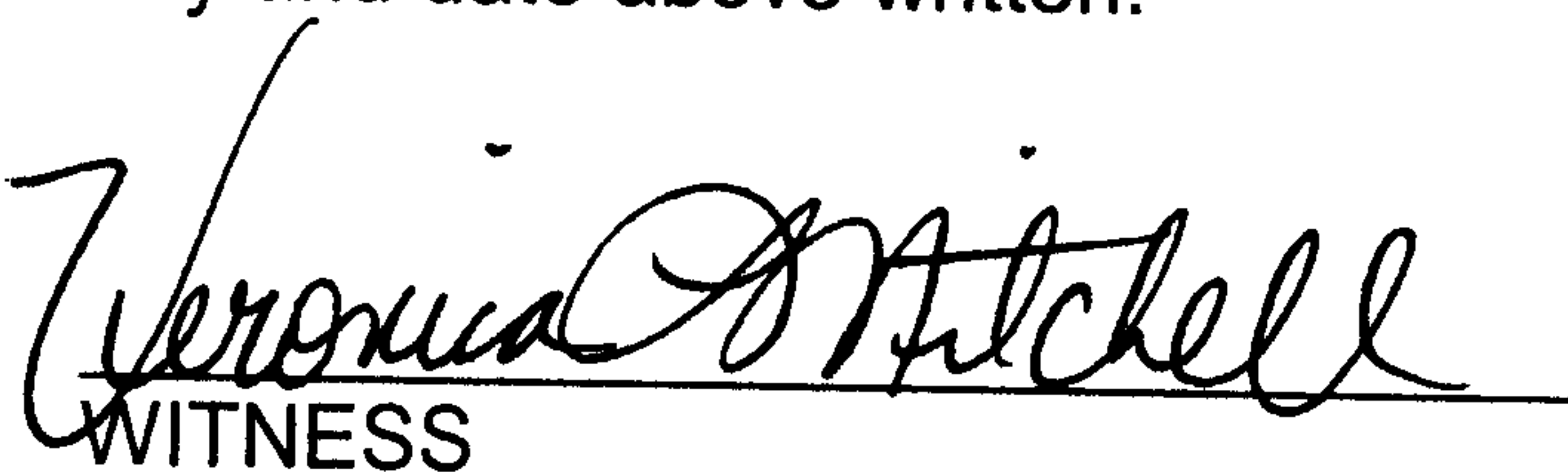
(d) Dealing with Trustee. No person, firm or corporation dealing with the trustee in any capacity is bound to inquire into the trustee's capacity to act, or into the authority for or propriety of any act of the trustee, or as to whether any condition precedent has been complied with by the trustee, or to see to the application or disposition of any money or other property paid or delivered to the trustee.

(e) Responsibility. No trustee is responsible for the acts or omissions of any other trustee or for allowing any other trustee to have custody or control of the funds and property of the trust estate. Each trustee is responsible only for his own acts or omissions in bad faith. No successor trustee is liable for any act or omission of a predecessor trustee.

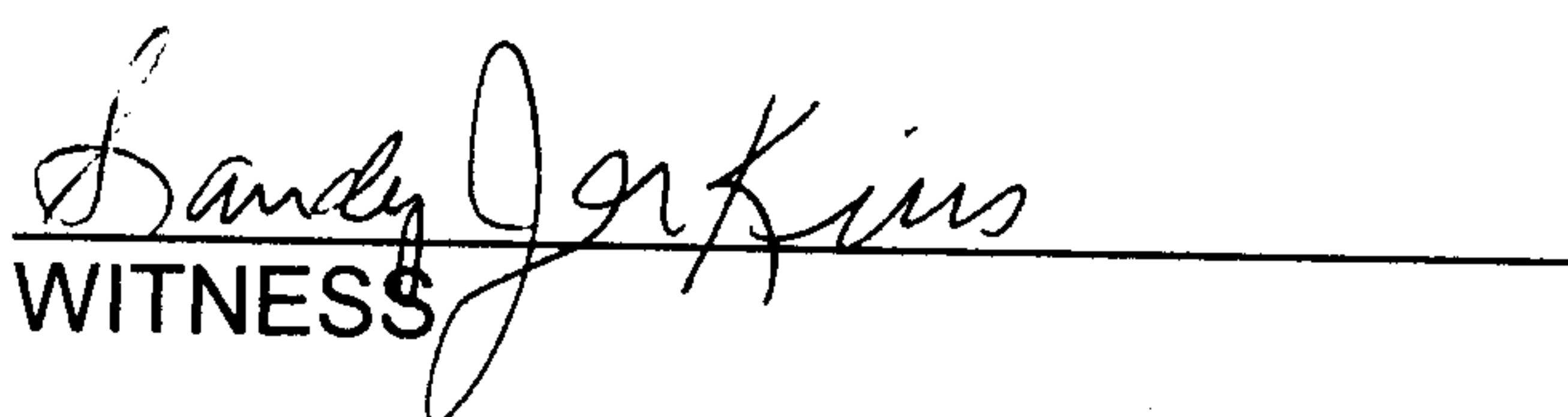
**IN WITNESS WHEREOF**, I have set my hand and seal this the 26<sup>th</sup> day of January, 2001.

  
James Ronald Harris

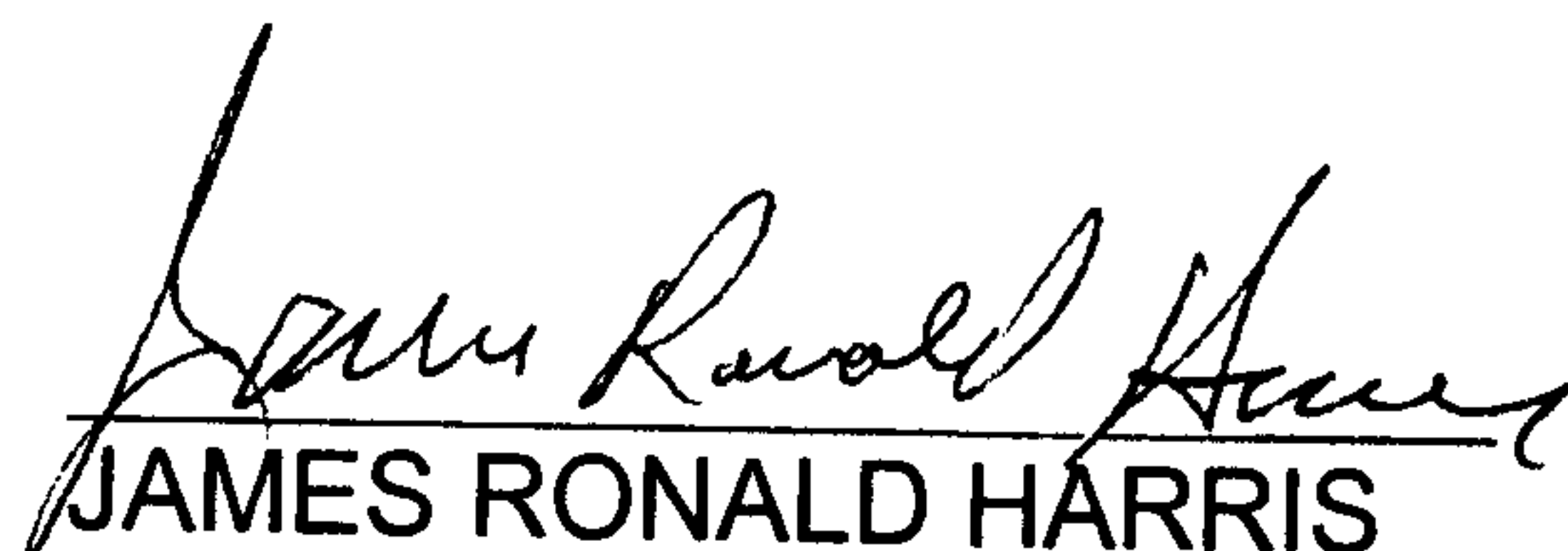
SIGNED, declared and published by the said James Ronald Harris, as and for his last will, in the presence of us, the undersigned, who, at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

  
WITNESS

2230 Third Avenue North  
Birmingham, AL 35203

  
WITNESS

2230 Third Avenue North  
Birmingham, AL 35203

  
JAMES RONALD HARRIS



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Shelby Cnty Judge of Probate, AL  
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STATE OF ALABAMA           )  
                                      :  
COUNTY OF JEFFERSON    )

Subscribed, sworn to and acknowledged before me, M. Wayne  
Wheeler, a Notary Public, by James Ronald Harris, the Testator, and  
subscribed and sworn to before me by Veronica L. Mitchell and Sandy  
Jerkins, witnesses, this 26<sup>th</sup> day of January, 2001.

  
\_\_\_\_\_  
Notary Public

  
\_\_\_\_\_  
JAMES RONALD HARRIS

**AFFIDAVIT PROVING WILL**

STATE OF ALABAMA     )  
                                  :  
JEFFERSON COUNTY    )

Before me, M. Wayne Wheeler, the undersigned Notary Public, personally appeared the undersigned affiants, whose names are subscribed to the instrument to which this Affidavit is attached and, after being duly sworn, declared to me that, in their sight and presence James Ronald Harris signed, declared and published the instrument to which this Affidavit is affixed or witnessed as the testator's will; and requested them to act as witnesses to its execution and to execute this Affidavit; that in the testator's sight and presence and in the sight and presence of each other, each affiant signed the instrument as witness; and that the testator was at that time 18 years of age or over, was of sound mind and disposing memory, was fully capable of making a will and was under no duress, compulsion, or constraint.

James Ronald Harris  
AFFIANT

Cathy Patton Harris  
AFFIANT

SUBSCRIBED and SWORN to before me  
this the 26<sup>th</sup> day of January 2001.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

11-20-01

James Ronald Harris  
JAMES RONALD HARRIS