I, BRETT R. BROWN, a resident citizen of Birmingham, Jefferson County, Alabama, being of sound mind, do hereby make and declare this to be my last will and testement, hereby expressly revoking any and all wills heretofore made by me.

ITEM 2- I hereby appoint THE FIRST NATIONAL BANK OF BIRMINGHAM Executor of this my last will and testament, and hereby direct that said Executor shall not be required to give sond as Executor.

ITAM 2- I direct my Executor, as soon as procticable after my death, to pay all debts which I may owe at the time of my death, including funeral expenses and cost of administering my estate, including a monument or tomostome to be erected at a cost of not exceeding FIVE HUNDRED (\$500.00) DOLLARS, and to this end, said Executor shall have the power to sell and convey at private sale, and without order of court, such of the property belonging to my estate as is deemed necessary for these purposes.

ITME 3- After using so much of the property belonging to my estate as is necessary to pay each and all of the obligations under Item Two (2) of this will, I give, devise and bequeath to THE FIRST NATIONAL BANK OF BIRMINGHAM, as Trustee, all of the property and assets, both real, personal and mixed, of which I die seized and possessed.

The said Trustee shall take, hold and manage and control all of the property received by it under this item of my will for the uses and purposes, upon the terms and conditions and with the powers and duties hereinafter stated.

Said Trustee shall have the right and power to sell, exchange, lease or encumber, all or any part of the property constituting a part of this trust estate, in such manner and upon such terms and conditions as to it may seem pest, and to invest and reinvest said trust estate and the proceeds of sale of any portion thereof in such loans, securities or other property, as to it may seem suitable, and to change investments and to Make new investments from time to time as to it may seem necessary or desirable. I direct that said Trustee shall exercise all of said powers without any order of court or proceedings in court.

The Trustee shall hold said trust estate in trust for the use and benefit of my daughter, FLORA THOMPSON BROWN, until she shall attain the age of thirty years, at which time said trust estate shall be paid over to her free from trust. It is my will that my said daughter shall have a liberal education and shall receive a comfortable support end maintenance. Until my said daughter shall arrive at the age of twenty-one years, the Trustee shall use and apply the income from said trust estate for the support, maintenance and education of my said daughter. In so doing the Trustee may pay over such sums to the person having actual custody of my said daughter to be used for such purposes, and the receipt of such person shall be full discharge to the Trustee. After my said daughter arrives at the age of twenty-one years, the Trustee shall pay to her or use and apply for her benefit, the net income from the trust property during the continuance of this trust. In the event the net income from the trust property is insufficient for the proper support, education and comfort of my said daughter, either before or after she arrives at the age of twenty-one years, the Trustee is authorized to use so much of the corpus of the trust estate as it deems necessary for the support, education and comfort of my said daughter, and to that end may sell or encumber such part of the trust estate as may be necessary in order to procure funds for such payments.

ITEM 4- In the event of thedecease of my said daughter, FLORA THOMPSON BROWN, before she shall have attained the age of thirty years and become entitled to receive the principal of said trust estate free from trust, leaving surviving her a child or childred, or descendants of a deceased child of her, then one-half of the trust property shallbe paid over in equal shares per stirpes to the children of my said dauthter living at her deceased and to the descendants then living of any deceased child of her, the descendants of deceased children taking per stirps and not per capita; and the other one-half of said trust estate shall be paid over in equal shares to the children then living of my sisters LURA BROWN FOWLKES and BESSIE BROWN CALEWELL, and to the descendants then living of any deceased child of either of my said sisters, the descendants of a deceased child taking per stirpescand not per capita, and each of my nephews and nieces receiving an equal share.

In the event of the decease of my said daughter beforeshe shall have attained the age of thirty years and become entitled to receive the principal of her share of said trust estate free from trust and leaving no child or descendant of a deceased child of her then living, then all of the trust property shall be paid over in equal shares to the children then living of my sisters LURA BROWN FOWLKES and BESSIE BROWN CALDWELL, and the descendants then living of any deceased child of my said sisters, the descendants of a deceased child taking per stirpes and each of my nephews and nieces taking an equal share.

The Trustee as soon as practicable after the termination of trust shall divide the trust property between the beneficiaries, and the division by the Trustee shall be final and conclusive upon the beneficiaries. In making division by the Trustee shall be final and conclusive upon the beneficiaries the Trustee may divide the property in kind, or may sell all or any part of the property, and divide the proceeds, or equalize the division with the proceeds, or may divide the trust property, part in kind and part by sale and division of the proceeds. Sale or sales by trustee to be private and without order of court.

ITEM 5- I authorize my Executor, pending the administration of my estate, to sell and convey at private sale and without order of Court, any property, real, personal or mixed, belonging to my estate, if the Executor deems it advisable to sell for reinvestment or the payment of debts, and said Executor is authorized to reinvest any funds in the custody of the Executor while the administration of the estate is pending, as the Executor deems best, and pay expenses of my daughter pending administration.

ITEM 6- I direct that THE FIRST NATIONAL BANK OF BIRMINGHAM, as Trustee, under this will, shall not be required to give bond as Trustee, and I further direct that said Trustee shall be entitled to fair and reasonable compensation for any and all services performed by it in the execution of the trust herein created to be made to it from time to time from funds in its custody.

ITEM 7- I direct that neither my Executor nor the Trustee hereunder shall be required to file any inventory of the property or assets coming into their custody under this will, although such Executor and Trustee shall make and keep an inventory and shall exhibit the same to any person in interest at all reasonabletimes, and I direct that my said Executor and Trustee shallnot be required to make any settlement or file any report in the Probate or any Court, and I further direct that in the exercise of any of the powers herein given to said Executor and Trustee the same may be exercised without the supervision or approval of the probate or other fourt.

IN TESTIMONY WHEREOF, I, the said BRETT R. BROWN, have to this my last will and testament, set my hand and seal, and have identified this page and the other three pages, which emorace all of the pages of this my last will and testament, by writing my name on the margin of each page, this 7th day of January 1922.

Brett R. Brown

We, the undersigned, hereby certify that the above named testator subscribed his name to the foregoing instrument, in our presence and published and declared the same to be his last will and testament, and we, at the same time, at his request in his presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

F. S. Foster

N. D. Luckie

K. W. Berry

CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA,)

JEFFERSON COUNTY.

I, J. P. STILES, Judge of the Court of Probate in and for said State and County, do hereby certify that the within in strument of writing has this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last will and testament of Brett R. Brown, deceased, and that said will together with the proof thereof have been recorded in my office in Book of Wills, Vol. V. pages 347-348-349 and 350.

In witness of all which I have hereto set my hand and the seal of the said Court, this the 27th day of June 1922.

J. P. Sties Judge of Probate

(SEAL)

STABE OF ALABAMA,

JEFFERSON COUNTY.

PROBATE COURT

I, H. R. Howze, Judge of the Court of Probate, in and for said County in said State, hereby certify that the foregoing

contains a full, true and correct copy of the Last Will and Testament of Brett R. Brown, deceased, together with Certificate to the Probate thereof,

as the same appears on file and of record, in this office.

To Day Due

Given under my hand and official seal, this

the 13th day of March 1945

H. R. Howze

Judge of Probate

SEAL

PROBATE COURT

Filed in the office of Probate Judge on the 25th day of October, 1946 at 1 o'clock P. M. and recorded in Deed Record 126 on page 527 on this the 28th day of October, 1946.

L. C. Walker

Judge of Probate