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Last Will and Testament of

HENRY W. PERRY

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STATE OF ALABAMA X
JEFFERSON COUNTY X

I, Henry W. Perry, a resident of Jefferson County, Alabama, do declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM ONE: I direct that all my just debts, my funeral expenses (including the cost of a suitable monument at my grave) and the cost of administration of my estate be paid as soon as practicable after my death.

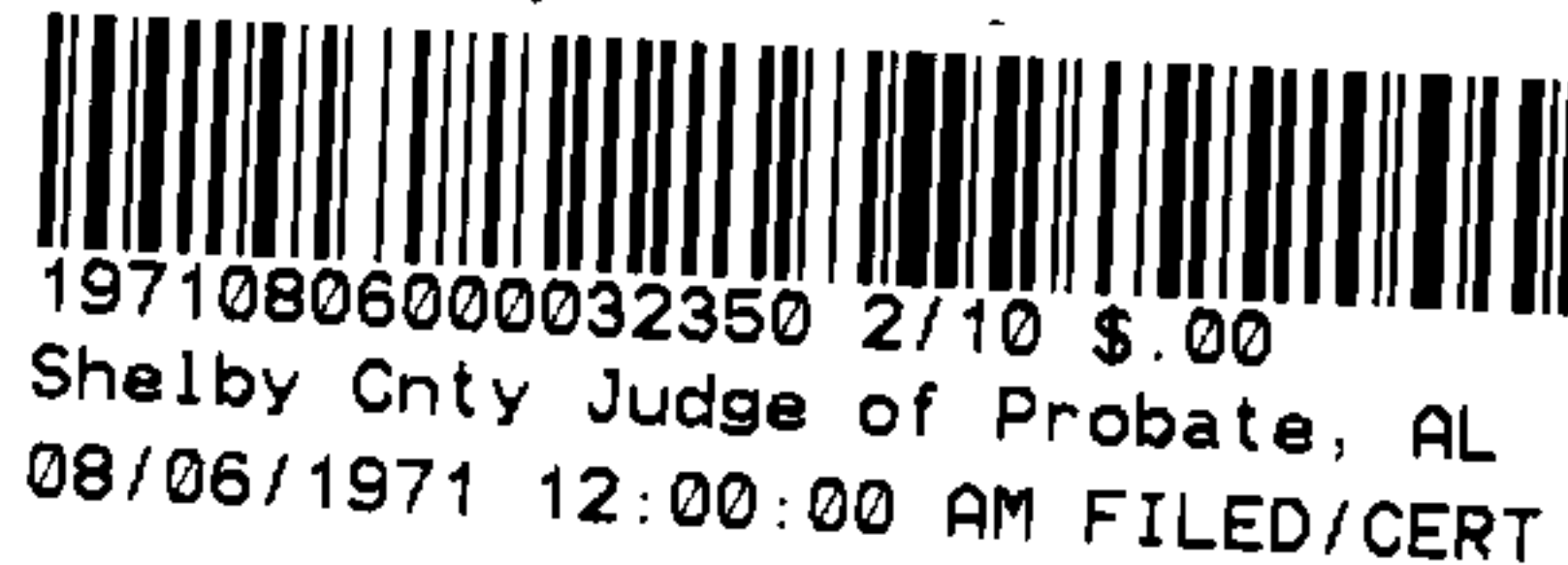
ITEM TWO: I direct that my Executor pay out of that portion of my residuary estate which is not included in the gift qualifying for the marital deduction, without apportionment, all estate, inheritance, succession and other taxes in the nature of inheritance taxes (together with any interest or penalty thereon), assessed by reason of my death, imposed by the Government of the United States, or any State or territory thereof, or by any foreign government or political subdivision thereof in respect to all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, without contribution by any recipient of any such property.

ITEM THREE: All of the furniture, furnishings, household goods, silverware, china and ornaments located in my residence are the property of my wife, Annie Gylmer Perry, and I hereby acknowledge and confirm her ownership of all such items. All of my clothing, jewelry, personal effects,

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Shelby Cnty Judge of Probate, AL
08/06/1971 12:00:00 AM FILED/CERT

Filed in office this the 25th day of May, 1972 for Probate and Record.
J. Paul Meacham
Judge of Probate



automobiles, and other such tangible personal property owned by me at the time of my death, I give and bequeath to my wife, Annie Gylmer Perry.

ITEM FOUR: I bequeath and devise all the residue and remainder of my property and estate of every nature and wherever situated, hereinafter referred to as my residuary estate, to my Executors and I direct that my Executors shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in succeeding items of this Will.

ITEM FIVE: If my wife, Annie Gylmer Perry, shall survive me, I give, devise and bequeath to the Exchange Security Bank, Birmingham, Alabama, my wife, Annie Gylmer Perry, Mason Seay and Perry Given, or the survivor or survivors thereof, as Co-Trustees, an amount equal to the maximum marital deduction allowable in determining the Federal Estate tax payable by reason of my death, diminished by the value of all other property interests included in my gross estate for Federal estate tax purposes and which pass or have passed from me to my wife either under any other provision of this Will or in any other manner outside of this Will in such a manner as to qualify for the said marital deduction.

Whenever used in this article the words "marital deduction," "gross estate," and "pass" shall have the same meaning as said words have under the provisions of the Federal Internal Revenue Code applicable to my estate.

My Executor shall not use to satisfy the foregoing gift any asset in respect of which no marital deduction would be allowed if such asset passed outright to my said wife. However, my Executor is authorized to satisfy said gift in money or in kind or partly in money and partly in kind; and if wholly or partly in kind, to select, transfer and convey to

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Annie Gylmer Perry
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the Trustees the specific asset or assets so selected, at values as finally determined therefor in the Federal estate tax proceedings in my estate. Provided, further, however, that the assets, including cash, allocated to the satisfaction of this gift shall be fairly representative of the appreciation or depreciation in the value to the date or dates of distribution of all assets then available for satisfaction thereof; and this gift shall carry with it (as income and not as corpus) its proportionate part of the income of my estate from the date of my death. Subject to the foregoing, the decision of my Executors as to which assets shall be distributed in satisfaction of said gift shall be binding and conclusive on all persons.

During the lifetime of my wife, Annie Gylmer Perry, all the income derived from this trust shall be paid to or applied for the benefit of my wife in monthly or quarterly installments.

If the income distributable to my wife in accordance with the provisions of the above paragraph, supplemented by income available from other sources to her, shall not be sufficient to enable her to maintain substantially the standard of living to which she was accustomed at the time of my death, as to which the judgment of my wife shall be conclusive, then in that event I authorize my Trustee to pay to or apply for the benefit of my wife so much of the principal of this trust as my wife shall from time to time request to meet the needs of my wife, even to the full extent of the entire principal of this trust.

Upon the death of my said wife, the principal remaining in this trust shall be paid, transferred or distributed by the Trustees, free of the trust, to or for the benefit of one or more persons, or corporation, in such a manner and in



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Handwritten signature: Henry Perry

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such proportions, whether outright, in trust or otherwise, as my said wife may by her Last Will and Testament direct and appoint, including the right in my wife to appoint said property to her estate.

To the extent that my said wife fails to exercise effectively the power of appointment herein conferred upon her, then upon her death, the assets comprising this trust, or any part thereof not effectively appointed, shall become a part of the residue of my estate and be held and distributed as provided in Item Six hereof, in all respects as if it had originally been a part of said residue.

ITEM SIX: I direct that, after satisfying all the bequests and devises hereinabove made and after the payment of all administration expenses and death taxes as hereinabove provided, my Executors shall deliver and convey all the remainder of my residuary estate wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, to the Exchange Security Bank, Birmingham, Alabama, and my wife, Annie Gylmer Perry, Mason Seay and Perry Given, as Co-Trustees. My Trustees shall hold, manage and control all of the aforesaid property as a trust estate, with all of the rights and powers and subject to the limitations hereinafter enumerated, for the following uses and purposes:

The Trustee shall collect the income from the property comprising the trust estate, pay all taxes and incidental expenses of the trust, and shall remit the net income derived therefrom, in monthly or other convenient installments to my wife, Annie Gylmer Perry, or apply same for her benefit so long as she shall live.

If the income available to my wife shall not be sufficient to enable her to maintain substantially the standard of living to which she was accustomed at the time of my death - as to which the judgment of the Exchange Security Bank, Perry

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Annie Gylmer Perry

Given and Mason Seay, as Trustees, shall be conclusive - then, and in that event, I authorize the Exchange Security Bank, Perry Given and Mason Seay, as Trustees, to pay to or apply for the benefit of my wife, so much of the principal of this Trust as my Trustees in their sole discretion shall from time to time deem requisite or desirable to meet the reasonable needs of my wife.

Upon the death of my wife this trust shall terminate, and the Trustees shall pay, transfer, distribute, free of trust, share and share alike, all the rest, residue and remainder of said trust to the following persons:

(1) One-third to my sister, Selina Perry Fell, or the heirs of her body per stirpes, if she has predeceased me.

(2) One-third to my sister, Juliet Perry Dixon, or the heirs of her body per stirpes, if she has predeceased me.

(3) One-third per stirpes to the heirs of my deceased sister, Susie Perry Given.

ITEM SEVEN: If my wife, Annie Gylmer Perry, and I should die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me and my estate shall be administered and distributed in all respects in accordance with such presumption.

ITEM EIGHT: Should my wife, Annie Gylmer Perry, predecease me, then I will, devise and bequeath all of my property to the following:

(1) One-third to my sister, Selina Perry Fell, or the heirs of her body per stirpes, if she has predeceased me.



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(2) One-third to my sister, Juliet Perry Dixon, or the heirs of her body per stirpes, if she has predeceased me.

(3) One-third per stirpes to the heirs of my deceased sister, Susie Perry Given.

ITEM NINE: I hereby grant to my Executors and to the Trustees of each trust established hereunder the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court or judicial authority, and no person dealing with the Executors or Trustees shall be required to inquire into the propriety of any of their actions. Without in any way limiting the generality of the foregoing, I hereby grant to my Executors and also to any Trustee hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

(a) To compromise, settle or adjust any claim or demand by or against my estate or any trust, and to agree to any rescission or modification of any contract or agreement.

(b) To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, regardless of whether such security or property is authorized by the statutes of the State of Alabama as being proper for the investment of Trust Funds; to exchange any such security or property for other securities or properties and to retain such items received in exchange.

(c) To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust fund at public or private sale, at such time and price and upon such terms and conditions as they may determine.

(d) To invest, reinvest and maintain invested the principal of the trust estate (except as set out in paragraph (b) above) in such securities and properties as are authorized by the statutes of the State of Alabama as being proper for the investment of trust funds. It is my desire that in making investment changes,

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any purchase or sale of securities shall be made only with the approval of my wife, Annie Gylmer Perry, Mason Seay and Perry Given.

(e) To register and carry any property in the name of the Trustees or in the name of the Corporate Trustee's nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.

(f) To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.

(g) To charge or credit the corpus of any premiums or discounts on securities purchased at more or less than par.

(h) To consent to and participate in any plan for liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

(i) To borrow money upon such terms and conditions as they may determine and to mortgage and to pledge estate and trust assets as security for the repayment thereof.

(j) To lease any real estate for such term or terms and upon such conditions and rentals and in such manner as they may deem advisable, and any lease so made shall be valid and binding for the full term thereof, even though same shall extend beyond the duration of the trust.

(k) To make repairs, replacements and improvements, structural or otherwise, to any such real estate, and to charge the expense thereof to principal or income as they may deem proper.

(l) Whenever required or permitted to divide and distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind or partly in money and partly in kind; and to exercise all powers herein conferred, after the termination of any trust until the same is fully distributed.

ITEM TEN: I request my Executors to employ Perry Given, as Attorney, not only in connection with the probate of my Will, but also in connection with any and all other matters of a legal nature relating to the administration of my estate.

ITEM ELEVEN: During the existence of the trust estates created herein, my wife, Annie Gylmer Perry, shall have the right to remove the acting corporate trustee and appoint a successor trustee of either or both trusts, provided, however,

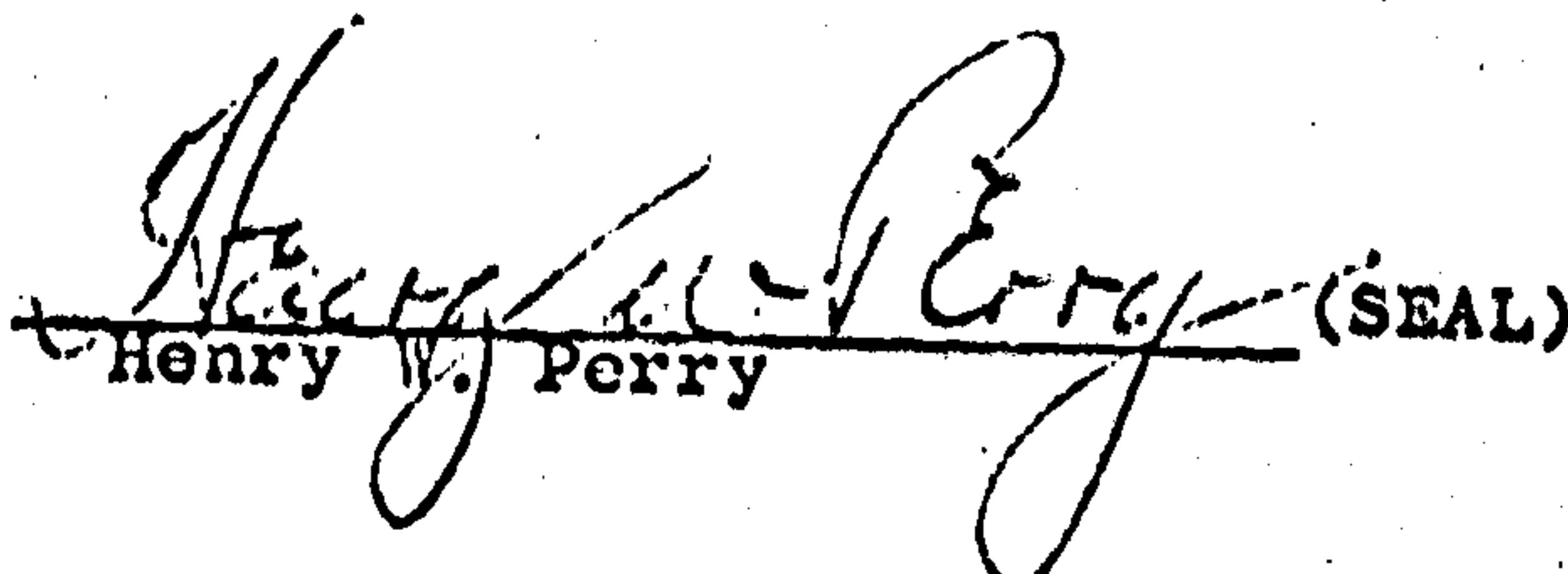


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that such successor trustee must be a trust company or bank qualified to act as such in Alabama, possessing trust powers and having a combined capital surplus of not less than one million dollars. Such right of removal shall be continuing and shall be exercised by my wife serving the acting corporate trustee with written notice of its removal, which notice shall specify the successor trustee and certify its willingness to serve as such. Within sixty days thereafter, the trustee so removed shall institute proceedings for the settlement of its account and deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered and shall have no further duties hereunder.

ITEM TWELVE: I hereby appoint the Exchange Security Bank, Birmingham, Alabama, my wife, Annie Gylmer Perry, Mason Seay and Perry Given, as Executors of this my Last Will and Testament; I direct that neither Executor shall be required to furnish any bond or other security in any jurisdiction. My Executors shall not be required to file any inventory of the property coming into its hands as Executors nor to make any report of final settlement to any court of its proceedings hereunder. I vest my Executors with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death, at such time and price and upon such terms and conditions as they may determine, and to do every other act and thing necessary or appropriate to the complete administration of this Will.

IN WITNESS WHEREOF, I have hereunto signed my name to this my Last Will and Testament, in the presence of the persons witnessing it at my request, on this 20 day of April 1966.

 (SEAL)
Henry W. Perry

The foregoing instrument was signed and declared by the Testator to be his Last Will and Testament in our presence

and we, at his request and in his presence and in the presence
of each other have hereunto subscribed our names as witnesses,
this 20 day of April, 1966, at Birmingham, Alabama.

<u>NAME</u>	<u>ADDRESS</u>
<u>Mrs. Louise Ray</u>	<u>821 Ray Dr. Bham. Ala.</u>
<u>Lydia Mauchner</u>	<u>302 2nd St. Decatur, Ala.</u>
<u>John J. Beach Jr.</u>	<u>832 Acorn Ave Bham Ala</u>



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CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA,
JEFFERSON COUNTY.

I, J. PAUL MEEKS, Judge of the Court of Probate, in and for said State

and County, do hereby certify that the foregoing instrument of writing has this day, in said Court, and before

me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament

of Henry W. Perry, Deceased and that said Will

together with the proof thereof have been recorded in my office in Judicial Record, Vol. 240 Page 61-71

In witness of all which I have hereto set my hand, and the seal of the said Court, this date May 25, 1970.

Form No. 98

J. Paul Meeks, Judge of Probate

CERTIFICATE TO COPIES

PROBATE-67

THE STATE OF ALABAMA
JEFFERSON COUNTY

PROBATE COURT

I, Louise Arnold

~~Assistant Probate Judge~~ - Deputy Clerk Register 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 Henry W. Perry, deceased, together

with Certificate to the Probate thereof.

in the matter of Estate of Henry W. Perry, Deceased

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

Given under my hand and seal of said Court this

the 5th day of August, 1971

Louise Arnold

~~Assistant Probate Judge~~ - Deputy Clerk Register.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1971 AUG-6 AM 10:07
U.C.C. FILE NUMBER OR
REC. BK. & PAGE AS SHOWN ABOVE
Cancel by *[Signature]*
JUDGE OF PROBATE

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