

IN THE MATTER OF THE ESTATE OF

Robert Glover Cosper

Deceased.

PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

Case No.

121967

PETITION FOR PROBATE OF WILL

TO THE HONORABLE O. H. Florence, JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA:

Come as your petitioner, Mary Lowe Cosper, and upon information and belief, respectfully show as unto your Honor the following facts:

1. Robert Glover Cosper died at Birmingham, Alabama on or about the 2nd day of December, 1986, and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is said decedent's last will and testament naming petitioner as executrix thereof, which was duly signed by said decedent when over twenty-one years of age, and was attested by the following witnesses: namely,

Name	Present Address
William E. Shanks, Jr.	600 No. 18th St., Birmingham, Al. 35203
Pat Wheeler	unknown Atlanta, Ga.
William S. Wright	600 No. 18th St., Birmingham, Al. 35203

3. The following is a true, correct, and complete list of the names, ages, conditions, relationships, and addresses of said decedent's widow, and next-of-kin; namely,

Name, age, condition, relationship	Address
Mary Lowe Cosper, over 21, living, wife	1000 Euclid Ave. Birmingham, Al. 35213
Patricia C. Borstorff, over 21, living, daughter	15 Rocky Ridge Rd., Jacksonville, Al. 36265
Barbara Anne Cosper, over 21, living, daughter	Rt. 3, Box 489, Sylva, N.C. 28779

Wherefore, your petitioner prays that your Honor will take jurisdiction of this petition; will cause all such notices or citations to issue to the said widow, next-of-kin, and attesting witnesses as may be proper in the premises; and will cause such proceedings to be had and done, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of said will as the last will and testament of said deceased.

Attorney for petitioner:

Chas. H. Moses, Jr.

(name)

P. O. Box 7627-A

Birmingham, Al. 35253

(address)

Mary Lowe Cosper

Petitioner

Address: 1000 Euclid Ave., Birmingham, Al. 35213

STATE OF ALABAMA
JEFFERSON COUNTY

Before me, Charles H. Moses Jr., a notary public in and for said county in said state, personally appeared Mary Lowe Cosper, who, being first duly

sworn, make oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believe as, and, upon such information and belief, avers that the facts alleged therein are

(is-are)

true and correct.

Subscribed and sworn to before me this 9th

January day of 1987

Notary Public

Mary Lowe Cosper

Affiant-Petitioner

Filed in the office of the Judge of Probate of Jefferson County, Alabama this 9 day of January, 1987 and set hearing this 9 day of January, 1987

Judge of Probate

PROOF OF WILL (ONE WITNESS)

PROBATE -- 22

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT
OF JEFFERSON COUNTY, ALABAMA

JANUARY TERM 1987

ROBERT GLOVER COSPER

Deceased

CASE NO. 131367

Before me, the undersigned, Judge of said Court, personally appeared in open Court

WILLIAM E. SHANKS, JR.

who having been by me first duly sworn, deposeth and says that he is a subscribing witness to the instrument of writing now shown to him and which purports to be the last Will and Testament of ROBERT GLOVER COSPER, deceased,

late and inhabitant of this County, that said deceased, signed and executed said instrument on the day that same bears date, and declared the same to be his last Will and Testament, and that affiant set his signature thereto, on the day the same bears date, as a subscribing witness to the same in the presence and at the request of said deceased and in the presence of the other subscribing witness, and that such other witness as subscribed their name as a witness in the presence and at the request of said deceased. That said deceased was of sound mind and disposing memory, and in the opinion of deponent fully capable of making said Will, at the time the same was so made as aforesaid. Affiant further states that said deceased was on the day of the said date of said Will, of the full age of Nineteen years and upwards.

William E. Shanks, Jr.

Subscribed and sworn to before me on this date January 9, 1987

G. W. Flannery

Judge of Probate.

Recorded in Will Record , Page .

Last Will and Testament

121967

OF

ROBERT GLOVER COSPER

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, Robert Glover Cosper, a resident of Jefferson County, State of Alabama, being of sound mind and disposing memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other wills and codicils thereto heretofore made by me.

ITEM ONE: I order and direct that my executrix herein-after named shall pay all my just and enforceable debts, including my funeral expenses, flowers at my funeral, a monument and/or grave marker for my grave, and the expenses of my last illness, as soon after my death as conveniently may be done, except that as to any debt secured by real or personal property, whether by mortgage or by any other security instrument, my executrix may pay such debt or permit such property to pass subject to the debt. I give and bequeath, and I direct my executrix to pay, any unpaid charitable subscriptions to the religious, charitable or educational institutions to which such subscriptions were made, whether or not the same shall constitute debts.

ITEM TWO: I give and bequeath all of my wearing apparel, jewelry, books, pictures, automobiles and all other objects of my personal use, including any household furniture and furnishings which I may own, together with any insurance thereon, to my wife, Mary Lowe Cosper, if she survives me, and if not, to my children, share and share

W
Filed in office this day

of January, 1927
for Probate and Record.

D. J. Florence
Judge of Probate

1003 PAGE 702

alike, the lineal and adopted lineal descendants of any child who shall have predeceased me to take the share such child would have taken if living, per stirpes and not per capita. The household furniture and furnishings used in and about our home are the property of my said wife, as is the automobile customarily used by her. I hereby vest in my executors full power and authority to determine what objects of property are included in the foregoing descriptions.

ITEM THREE: (a) If my wife, Mary Lowe Cosper, survives me, I give, devise and bequeath absolutely and in fee simple to my said wife (the "Marital Bequest") an amount equal to (i) one-half of my gross estate for federal estate tax purposes, as diminished by the amounts due from my estate for funeral expenses, administration expenses, and for any other claims against my estate, and by the amounts of any mortgages, liens or other charges which may reduce the value of any assets included in the value of my gross estate, but calculated before deduction from my gross estate of any inheritance, estate or other taxes levied against my estate by virtue of my death, less (ii) the value of all property, including insurance on my life, passing or which shall have passed to or for the benefit of my said wife under prior provisions of this Will or otherwise for which a federal estate tax deduction shall be allowed, plus (iii) any additional amount necessary to reduce the federal estate tax on my estate to zero, after taking into account all credits allowable against such tax, other than the state death tax credit. In calculating the amount bequeathed to my said wife hereinabove, there shall not be taken into account any disclaimer by my wife of any interest in any portion of the Marital Bequest which, but for such disclaimer would have passed to my said wife as a part of the Marital Bequest, it being my intention that such calculation shall be made on the assumption that there was

no such disclaimer. In determining such amount, the values for federal estate tax purposes shall control, whether my executrix choose the date of death or alternate valuation date, and there shall not be taken into account any deemed increase in my gross estate resulting from the application of Section 2602(c)(5)(A) of the Internal Revenue Code of 1954, as amended, relating to generation-skipping transfers. In the sole power and discretion of my executrix, the payment of this amount may be made wholly or partly in cash or property as selected by her. If and to the extent that there are other assets sufficient to satisfy the Marital Bequest, there shall not be included in the Marital Bequest any asset or the proceeds of any asset (1) which does not qualify for the marital deduction for federal estate tax purposes, (2) with respect to which any estate or death taxes are paid to any foreign country or any of its possessions or subdivisions, or (3) with respect to which any tax credit or deduction shall be available because it shall be subject to both federal estate and federal income tax. It is my intention that the Bequest shall constitute a pecuniary legacy and that it shall not participate in increases and decreases which may occur during the administration of my estate (except such increases and decreases as may result from my executrix choosing the alternate valuation date). My executrix, in implementing the Marital Bequest, shall distribute assets having an aggregate fair market value at the date or dates of distribution equal to the amount of the Marital Bequest, and the Marital Bequest shall carry with it its proportionate part of the income of my estate from the date of my death. I hereby direct that this Marital Bequest and the devise of assets comprising the Marital Bequest shall vest in my said wife immediately upon my death.

(b). Notwithstanding paragraph (a) of this Item, my wife may, for any reason, disclaim in whole or in part her

interest in any amount passing to my said wife as a part of the Marital Bequest by filing a disclaimer with my executrix. If my said wife disclaims her interest in any portion of the Marital Bequest, such portion shall not pass under paragraph (a) of this Item, but instead I give and bequeath such amount to my trustee, who shall hold the same in trust in accordance with the provisions of Item Five hereof.

(c) All of the rest, residue and remainder of my estate, of whatever kind and character and wherever situated, after deducting therefrom all estate or other taxes levied against my estate or other taxes levied against my estate by reason of my death, I give, devise and bequeath to my trustee who shall hold the same in trust (hereinafter referred to as the "Family Trust") in accordance with the provisions of Item Six hereof.

ITEM FOUR: If my said wife does not survive me, all of the rest, residue and remainder of my estate, of whatever kind and character and wherever situated, after deducting therefrom all estate or other taxes levied against my estate or other taxes levied against my estate by reason of my death, I give, devise and bequeath to my trustee who shall hold the same in trust in accordance with the provisions of Item Six hereof.

ITEM FIVE: My trustee shall hold all property received by him subject to the provisions of this Item in trust (the "Disclaimer Marital Trust") for the uses and purposes hereinafter provided:

(a) The property constituting the Disclaimer Marital Trust shall vest in my trustee immediately upon my death. During the lifetime of my said wife, the trustee shall pay to her the entire net income from said trust in convenient installments, but at least annually. If at any time during

Rye

such period the net income from said trust is insufficient, in the opinion of the trustee, for the health, maintenance and support of my said wife, taking into account her accustomed manner of living and other resources available to her and known to the trustee, the trustee shall pay to her such additional sum or sums out of the principal of said trust as the trustee may deem necessary or desirable.

(b) Upon the death of my said wife, the Disclaimer Marital Trust shall terminate, and the trustee shall transfer and pay over the property then constituting said trust and any accrued or unpaid income thereof to the Family Trust provided for in Item Six hereof.

(c) My executrix shall have the authority, in her sole discretion, to determine whether to elect to have any portion or all of the property passing under this Item treated as qualified terminable interest property for purposes of qualifying for the marital deduction allowable in determining the federal estate tax on my estate.

ITEM SIX: My trustee shall hold all property received by him subject to the provisions of this Item in trust (the "Family Trust") for the uses and purposes as hereinafter provided:

(a) During the lifetime of my said wife, the trustee shall from time to time pay to or use and apply for the health, maintenance, support and education of such one or more or all or none of my said wife and my descendants as shall be living at the time of such payment, so much of the income of the trust and the principal thereof, in such amounts and proportions, equal or unequal, as the trustee shall deem necessary or desirable, taking into account other resources available to each such person and known to the trustee. It is my intention that the trustee may pay all or part or none of the income or principal or both, may make

121567

unequal payments, may, from time to time, exclude one or more of such persons from payments hereunder, may make payment to any such person even though payment could be made to the parent or ancestor of such person, and may make payment to any such person who is living at the time of such payment even though such person is not living at the time of the creation of this trust. The net income or any part thereof not so paid shall be accumulated, added to, and become a part of the principal of the trust. I wish, but do not require, that the trustee consider the suggestions of my said wife as to the needs of each person (including herself) to whom payments may be made, although the trustee shall not in any event be obligated to follow such suggestions. No person shall have the right to require that any distribution be made to him or her or to any person or organization for the benefit of such person, the decision of the trustee being final and binding on all persons.

(b) Upon the death of my said wife, or upon my death if she shall not survive me, the surviving trustee shall apportion the Family Trust into so many equal parts that there will be one share for each child of mine then living, and one share for the then living descendants of each deceased child of mine. Each share so apportioned shall be a separate and distinct trust, however, for the convenience of administration the trustee may commingle investments and need not make a physical separation of the assets constituting the separate trusts.

The trustee shall transfer and pay over, subject to subsection (e) of this Item, any share set aside for the living descendants of a deceased child of mine, to such descendants, per stirpes.

(c) The trustee shall transfer and pay over the share allocated to any child of mine to such child free of trust upon apportionment.

Ryle

BOOK 156 PAGE 271
1003 PAGE 108
(d) Upon the death of any child of mine prior to apportionment, the trustee shall transfer and pay over said share to the descendants of such child in such manner and proportions as he or she may by last will and testament appoint and direct, making specific reference to this limited power of appointment. The trustee shall transfer and pay over, subject to subsection (e) of this Item, any unappointed portion of such child's share to his or her then living descendants, per stirpes, or if none, then to my living descendants per stirpes, the share of any such descendant to be merged with, administered and disposed of as a part of such other share, if any, as may then be held hereunder for the benefit of such descendant.

If any such child is not survived by descendants of him or her, or of me, the trustee shall transfer and pay over any unappointed portion of such child's share of the trust to such persons as would be entitled to inherit the property constituting said share and in the proportions in which they would be entitled to inherit the same from me under the laws of Alabama then in force had I died at said time a resident of Alabama intestate and owned said property.

(e) If any share of this trust becomes distributable, other than by exercise of a power of appointment granted hereunder, to a descendant of mine who is under the age of twenty-one years and for whom no other share is then being held in trust, then though his or her share shall be vested in him or her, the trustee shall continue to hold the same in trust with all of the powers and authority given him with respect to other trust property held hereunder, until he or she shall attain the age of twenty-one years, using and applying for his or her health, maintenance, support and education such part of the income and principal of such share as the trustee deems necessary or desirable for said purposes, accumulating and adding to principal any income not so used or distributing the same in such manner as the

trustee deems to be in the best interests of such descendant. When such descendant shall attain the age of twenty-one years, the trustee shall transfer and pay over said share to him or her free of trust. If any such descendant shall die prior to attaining the age of twenty-one years, the trustee shall transfer and pay over said share to his or her executor or administrator.

(f) If I am survived by neither my said wife nor by any descendant of me, I give, devise and bequeath my entire estate to such persons who would be entitled to inherit the same from me if died a resident of Alabama intestate and owned such property.

ITEM SEVEN: The trustee, including any successor trustees, shall hold and manage the said trust or trusts and all shares thereof, with all of the powers and authority they would have if they were the absolute owners thereof, including but not limited to the following powers:

- (a) To collect the income therefrom.
- (b) To compromise, adjust and settle in their discretion any claim in favor of or against the trust.
- (c) To hold any property or securities originally received by them as a part of the trust or to which they become entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, including any stock or interest in any family corporation, partnership or enterprise, or any stock in any corporate trustee or the parent or other affiliated corporation of any corporate trustee serving hereunder, so long as they shall consider the retention for the best interests of the trust.
- (d) To sell, auction, convey, or exchange at public or private sale, lease or rent for a period beyond the possible termination of the trust (or for a less period) for improvement or otherwise, or to grant options for or in connection with such purposes, or otherwise dispose of, all or any portion of the trust, in such manner and upon such terms and conditions as the trustees may approve.
- (e) To invest and reinvest the trust and the proceeds of sale or disposal of any portion thereof, in such loans, bonds, stocks, mortgages, common trust funds, securities, or other property, real or personal, or to

BOOK 156 PAGE 272

103 PAGE 709

purchase options for such purposes, or to exercise options, rights or warrants, to purchase securities or other property, as to the trustees may seem suitable.

- (f) To hold, retain or acquire property or securities which in their opinion is for the best interests of the trust, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.
- (g) To vote any corporate stock held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give any consent for or with respect thereto.
- (h) To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to enter into, continue or extend any voting trust for the duration of or beyond the term of the trust, to appoint directors and employ officers, managers, employees or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, and, in exercising the powers in relation to such business enterprise, to receive reasonable compensation therefor.
- (i) To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.
- (j) To borrow money for such time and upon such terms as the trustees see fit, without security or on mortgage of any real estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.
- (k) To advance money to any trust for any purpose of the trust, and the trustees shall reimburse themselves for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.
- (l) To hold money in their custody while awaiting distribution or investment under the terms hereof, even though such money be commingled with their funds (in which case the trustees shall keep a separate account of the same on their books), and the trustees shall not be required to pay interest thereon.

BOOK 156 PAGE 273

10315710

121567

- (m) To appoint, employ, remove and compensate, such attorneys, tax advisors, appraisers, other agents and representatives, individual or corporate, as the trustees deem necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.
- (n) To hold property or securities in bearer form in the name of the trustees, or in the name of their nominee, without disclosing any fiduciary relation.
- (o) To keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustees deem necessary or desirable.
- (p) To determine whether any money or property coming into their hands shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust as the trustees may deem just and equitable.
- (q) To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.
- (r) To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.
- (s) To enter into or continue any partnership agreement or arrangement with others or accept the assignment or otherwise acquire, hold and dispose of interests in partnerships, and in doing so to become either a general or limited partner.

ITEM EIGHT: It is my intention that if my said wife survives me, my estate shall become entitled to the marital deduction provided by the Internal Revenue Code, as amended to the date of my death, with respect to the value of the Marital Bequest, and if elected by my executrix, the Disclaimer Marital Trust. My executrix and trustee, regardless of any adverse interest, shall construe all provisions of my Will which may require construction in order that my estate shall become entitled to the said marital deduction with respect to such property, and they

are hereby authorized to adopt, agree to or acquiesce in, such construction thereof as they may from time to time deem necessary or advisable in order to obtain such deduction for my estate.

ITEM NINE: I direct that my executrix shall pay all transfer, inheritance, legacy, estate, succession or other taxes (together with any interest or penalty) levied upon or against my estate attributable to property passing hereunder or otherwise solely out of the property which would otherwise become a part of the Family Trust (or the Disclaimer Marital Trust should my executrix not elect to have it qualify for the marital deduction) and that none of such taxes shall be paid out of the property designated as the Marital Bequest or property otherwise qualifying for the marital deduction. No devisee, legatee, donee or insurance beneficiary shall be required to pay or contribute to the payment of any of the above taxes or any administration expenses; provided, however, that any property includable in my estate by reason of any power of appointment held by me, whether exercised or unexercised, shall bear the proportionate share of any of the above taxes or administration expenses assessed by reason of such property being included in my estate. Anything contained in this Item or in any other Item of this Will to the contrary, my executrix shall not pay from my estate any taxes resulting from any generation-skipping transfer with respect to which I shall be the deemed transferor.

ITEM TEN: Additional property of any kind and character may be added to any trust hereunder, with the consent of the trustee, or any person or fiduciary, by will or otherwise, and such property so received by my trustee shall be added to, merged with and become a part of the property held in such trust hereunder, and thereafter shall

be administered and disposed of in accordance with the terms of such trust. However, if any proceeds of a qualified pension or profit sharing plan are received by my trustee, said proceeds shall not be used to pay any estate, inheritance or other tax, any claims or debts, or to satisfy any other obligation of my estate.

ITEM ELEVEN: The following provisions shall govern for all purposes of this will, wherever they may be applicable:

(a) Any payment of income or discretionary payment of principal from any trust to or for any beneficiary may be made to any person or organization (including the beneficiary or anyone having custody of him or her) who shall apply such payment for the use and benefit of the beneficiary as provided for hereunder.

(b) Upon making any payment or transfer hereunder, the executrix and trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the trustee shall be fully discharged as to such trust.

(c) Any trust created under my will, at the election of my executrix, may be treated as operating from the date of my death, whether the trust property shall then be actually paid over to the trustee and set aside or not, and I hereby authorize and empower my executrix to make any payments which the trustee is herein authorized to make after the actual establishment of the trust herein created.

(d) It is my will and I direct that the invalidity of any gift or bequest, or of any limitation over, or interest intended, as to any property or as to any beneficiary, shall not be considered materially to disturb the plan of distribution herein created or to affect the validity of any other

121.417

gift or bequest or limitation over, or interest in or trust herein given or created.

(e) Anything in this will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those trust beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts created hereunder shall terminate and the assets thereof shall be vested in and distributed outright to those persons and in the same proportions to which they would have been entitled thereto had the trust terminated on the date set forth in this will, irrespective of the attained ages of such beneficiaries on such date.

(f) As to the net income which, by any of the provisions of this will, may be payable to any of my lineal descendants, he or she 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 to him or her by the trustee. Nor shall such income, nor the principal nor corpus of said 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 any such child or descendant, before or after my death.

(g) I specifically authorize and empower my executrix to execute and file a joint income tax return with my said wife for the year in which my death occurs and for any years prior thereto. I also authorize and empower my executrix to execute and file joint gift tax returns with my said wife if any gift tax return is required of either of us for the year in which my death occurs or for any year prior thereto. I also specifically authorize and empower my executrix to pay any portion or all of any resulting income taxes and gift

taxes. My executrix shall incur no personal liability for any action taken by her in good faith in accordance with either of the foregoing authorizations.

(h) My executrix and trustee shall have absolute discretion to select property and any undivided interest therein to be allocated to any separate trust created in my will or to be distributed in satisfaction of any devise or bequest provided for herein and, in addition, they may do so without respect to the income tax basis of such property. My executrix and trustee are specifically excused from any duty of impartiality with respect to the income tax basis of such property and the executrix's and trustee's judgment as to the allocation of property and its value and basis shall be conclusive on all persons interested therein.

(i) My executrix shall have the power, in my executrix's sole discretion, to deduct all or any part of the expenses of administration of my estate for federal income tax purposes, regardless of the fact that the federal estate tax on my estate is thereby increased or that there is a change in the proportions in the allocation and disposition of my estate.

ITEM TWELVE: In the event my death and the death of my said wife shall occur simultaneously, or approximately so, under circumstances causing doubt as to which of us survives the other, then I direct that it be presumed that my said wife survived me.

ITEM THIRTEEN: I hereby designate and appoint my said wife as executrix hereunder. If my said wife shall resign or for any reason fail or cease to serve as executrix, I designate and appoint my daughters, Barbara Anne Cosper and Patricia C. Borstorff as successor co-executrices, or should either of them fail or cease to as as a co-executrix, the survivor thereof shall serve as the sole executrix. If my

1042

said wife and both of my said daughters fail or cease to act as executrix or co-executrices, then I designate and appoint The First National Bank of Birmingham (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name) as executor hereunder. I designate and appoint Robert Kenneth Baker as trustee hereunder. If Robert Kenneth Baker shall resign or for any reason fail or cease to serve as trustee, I designate and appoint The First National Bank of Birmingham (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name) as successor trustee hereunder.

BOOK 156 PAGE 279

I direct that my executrix and trustee shall not be required to give bond or to file any inventory or appraisal of my estate or of any trust or share thereof in any court, though they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time, and I direct that they shall be free from the control and supervision of any court. I hereby vest in my executrix the same full powers of management, control and disposition of my estate as are given to the trustee under Item Seven with respect to the trust or trusts hereunder. The corporate executor and trustee shall be entitled to reasonable compensation for its services as executor and trustee.

ITEM FOURTEEN: I hereby expressly provide that my said wife may at any time during the continuation of any trust hereunder and during the administration of my estate before any trust shall be created, remove any corporate executor or trustee, and appoint any new corporate executor or trustee as she may select; provided, however, that any such successor corporate fiduciary must have total resources of at least \$125,000,000. If she so elects she must notify the corporate fiduciary of her wishes by a writing delivered to

1003 PAGE 716

156 PAGE 280
BOOK 1003 PAGE 717
it at least sixty (60) days before the appointment of the
successor corporate fiduciary shall take effect. Said
writing shall bear the same formality as a conveyance of
real property, to be recorded in the public records of the
county in which my will shall be admitted to probate, and
shall designate therein a substitute corporate fiduciary
which shall have the same rights, powers, and duties there-
after as herein given to the original corporate fiduciary.
After the death of my said wife, a substitute corporate
fiduciary may be appointed by the joint agreement of my
adult children then living in the same manner and upon the
same conditions as is hereinabove in this Item provided with
reference to my wife. After receipt of said notice, the
corporate fiduciary shall deliver to the substituted
corporate fiduciary all trust property remaining in its
possession belonging to said trust. The replaced corporate
fiduciary shall execute all instruments necessary to pass
title from itself as corporate trustee to the substituted
corporate fiduciary. Upon the completion of said transfer
in accordance with provisions hereof, the replaced corporate
fiduciary shall forthwith stand discharged as a fiduciary
hereunder. Similar subsequent changes in the corporate
fiduciary may be made under the same conditions and
following the same procedure.

ITEM FIFTEEN: In the event it becomes necessary to
have administration of my estate or of any trust or share
thereof in any state other than Alabama and the corporate
executor or corporate trustee does not qualify therefor, the
executor or trustee may nominate and appoint any person or
organization as an ancillary administrator thereof, and may
compensate such administrator for its services. Such
administrator shall complete its administration and make
such disposition of the property administered by it as the
executors or trustees may require, and in so doing shall

have the same rights, powers, duties and discretion herein conferred upon the executor and trustee.

ITEM SIXTEEN: The provisions herein made for my said wife are in lieu of dower and any and all other rights in my estate, statutory or otherwise.

ITEM SEVENTEEN: As used in my will, the terms "issue", "descendants" and "lineal descendants" are intended to include any persons heretofore or hereafter born to or adopted by any descendant of mine, and any persons heretofore or hereafter born to or adopted by me. As used in my will, the terms "child" and "children" are intended to include any persons heretofore or hereafter born to or adopted by me. Whenever the terms "executor", "executors", "trustee" and "trustees" are used in this, my will, they shall be deemed to refer to the executor or executors, and trustee or trustees acting hereunder from time to time. Throughout this will, the masculine gender shall be deemed to include the feminine and the singular the plural, and vice versa.

IN WITNESS WHEREOF, I, Robert Glover Cospers, have hereunto set my hand and seal on this 7th day of January, 1982.


Robert Glover Cospers (SEAL)

[Signatures of witnesses on page 18 hereof]

121567

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, in his presence and in the presence of each other, and at his request, have hereunto set our hands and seals as subscribing witnesses thereto on the day the same bears date.

William E. Shanks, Jr.

Address: 600 North 18th Street
Birmingham, Alabama 35203

Pat Wheeler

Address: 600 North 18th Street
Birmingham, Alabama 35203

William S. Shanks

Address: 600 North 18th Street
Birmingham, Alabama 35203

BOOK - 156 PAGE 282

BOOK - 156 PAGE 282

121367

1003 PAGE 720

CERTIFICATE TO THE PROBATE OF WILL

he State of Alabama

JEFFERSON COUNTY

I, O. H. Florence, Judge of the Court of Probate, in and for said State and

ounty, do hereby certify that the foregoing instrument ____ of writing has ____ this day, in said Court, and before me as

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

Robert Glover Cospers Deceased and that said Will ____

gether with the proof thereof have been recorded in my office in Judicial Record, Volume 1003, Page 702-720.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date January 9, 1987.

OBATE-28 O H Florence, Judge of Probate.

BOOK 156 PAGE 283

IN THE MATTER OF THE ESTATE OF

ROBERT GLOVER COSPER,
Deceased

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

DECEMBER TERM 1986

CASE NO. 121967

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Mary Lowe Cosper and filed
a petition in writing, under oath, therewith producing and filing in this court an instrument of writing pur-
porting to be the last will and testament of Robert Glover Cosper
deceased, bearing date the 7th day of January, 1982
and attested by William E. Shanks, Jr., Pat Wheeler and William S. Wright;
and praying that the same be probated as provided by law; that petitioner _____
is the widow _____ of said deceased, and _____ is
named in said will as executrix thereof; and that the next of kin of said deceased are as follows,
to-wit: Patricia C. Borstorff, daughter, Jacksonville, Alabama and
Barbara Anne Cosper, daughter, Sylva, North Carolina,
each of whom is over nineteen years of age, and of sound mind.

And thereupon comes each of the above named next of kin expressly waiving all notice of the
petition to probate said will and consenting that the same be probated at once, and the court having as-
certained by sufficient evidence that the signature S affixed to said waiver S of notice and
acceptance _____ of service _____ are the genuine signature _____ of said next of kin;
now, on motion of said petitioner _____, the court proceeds to hear said petition; and, after due
proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that
said instrument is the genuine last will and testament of said deceased, and that such instrument should
be probated as the last will and testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the court that said instrument be duly admitted to
probate as the last will and testament of said Robert Glover Cosper,
deceased, and ordered to be recorded together with the proof thereof and all other papers on file relating
to this proceeding. It is further ordered that petitioner _____, pay the costs of this proceeding.

DONE this date, January 9, 1987

O. J. Lorenzo
Judge of Probate

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

JANUARY TERM 1987

ROBERT GLOVER COSPER

Deceased

CASE NO. 121967

LETTERS TESTAMENTARY

BE IT REMEMBERED AND MADE KNOWN TO ALL WHOM IT MAY CONCERN:

That the will of the above-named deceased having been duly admitted to record in said County, Letters Testamentary are hereby granted to MARY LOWE COSPER

Execut rix named in said will, who ha s complied with the requisitions of law and who is authorized to take upon herself the execution of such will.

Witness my hand this date, January 9, 1987

[Signature]

Judge of Probate

156 PAGE 285

BOOK

I, _____, Chief Clerk of the Court of Probate of Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the Letters Testamentary issued in the above-styled cause as appears of record in said Court. I further certify that said Letters are _____ in full force and effect.

Witness my hand and seal of said Court this date, _____

Chief Clerk

CERTIFICATE TO COPIES

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, PEGGY A. PROCTOR, Chief Clerk 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
Petition for Probate of Will of Robert Glover Cosper, Deceased; Proof of
Will; Last Will and Testament together with the Certificate to the Probate
thereof; Order on Filing and Probating Last Will and Testament and Letter
Testamentary granted and issued to Mary Lowe Cosper, as Executrix of said
estate

in the matter of Robert Glover Cosper, Deceased.

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

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Given under my hand and seal of said Court, this
the 28th day of August, 19 87

RECORDING FEES

Recording Fee \$ 60.00
Index Fee 1.00
TOTAL \$ 61.00

1987 OCT 21 AM 10:01
Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Peggy A. Proctor
Chief Clerk

156 PAGE 286