

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, WILLIAM J. CABANISS, a married man over the age of twenty-one years and a resident of Jefferson County, State of Alabama, hereby make, publish and declare this instrument to be my will, and hereby revoke all former wills and codicils.

ARTICLE ONE

(1)(A) If my daughter Joan Sanson Cabaniss Harrison (my daughter "Joan") shall survive me, I devise to her Lot 114 according to the map of Shoal Creek Subdivision recorded at Map Book 6, Page 150, in the office of the Judge of Probate of Shelby County, Alabama, absolutely. If my daughter Joan shall not survive me, the aforesaid devise for her shall lapse, and I give the said Lot 114 to such children of her blood other than Joseph H. Scales, Jr., as shall survive me, in equal shares, absolutely.

(1)(B) If my son William J. Cabaniss, Jr. (my son "William") shall survive me, I devise to him Lot 120 according to the map of Shoal Creek Subdivision recorded at Map Book 6, Page 150, in the office of the Judge of Probate of Shelby County, Alabama, absolutely. If my son William shall not survive me, the aforesaid devise for him shall lapse, and I give the said Lot 120 to such children of his blood as shall survive me, in equal shares, absolutely.

(1)(C) If my daughter Florence Cabaniss Parnegg (my daughter "Florence") shall survive me, I give to her, to be hers absolutely at my death, a number of shares of common stock of Protective Corporation to be determined as follows, viz. 668 shares of common stock of Protective Corporation, as the said common stock is constituted at the time of my execution of this will, together with all stock of any class of Protective Corporation that shall accrue to me, or the right to which shall accrue to me, after my execution of this will and before my death, as dividends on the said 668 shares, or on other shares that shall themselves have been derived by me as dividends from the said 668 shares, or in consequence of stock "splits" of the aforesaid shares. My corporate executor shall have full power and discretion to determine the number of shares of common stock of Protective Corporation given to my daughter Florence by this Paragraph (1)(C), and its determinations in that respect shall bind all beneficiaries under this will and shall be final. If my daughter Florence shall not survive me, the aforesaid gift of stock for her shall lapse, and I give the same said stock to such children of her blood as shall survive me, in equal shares, absolutely.

ARTICLE TWO

All hunting and fishing equipment that I shall own or be entitled to at my death I give to such of the following persons as shall survive me and as shall meet any conditions now stated: my son William; my son-in-law T. Randy Harrison, Jr. if he shall be married to and living with my daughter Joan at my death; and my son-in-law Hannes Parnegg if he shall be married to and living with my daughter Florence at my death. The said equipment shall be divided among the legatees by my corporate executor, in its absolute and sole discretion, in discrete groups each of which shall be as nearly equal in value to the other(s) as may be practicable, having due regard for the personal preferences of the legatees. I hereby vest in my corporate executor full power and authority to determine what items of property are included in the foregoing description and to assign, or to procure to be assigned, thereto, valuations for purposes of making prescribed divisions. If no legatee named above in this Paragraph shall take under the conditions

JR 2128 PG 620

REAL 410 PAGE 1613

BOOK 327 PAGE 365

Am. So. Bank
P.O. Box 11426
Birmingham, AL 35202

expressed, I give the said hunting and fishing equipment to such one or both of my daughters shall survive me, and if more than one in equal shares, absolutely.

ARTICLE THREE

(3)(A) If my wife Marie Glenn Cabaniss (my wife "Marie") shall survive me, I give to her at my death, to be hers absolutely, all of the following-described property that I shall own or be entitled to at my death: all automobiles; all clothing; all other wearing apparel; and all casualty insurance rights then in effect with respect to any or all of the foregoing.

(3)(B) If my wife Marie shall survive me, I give to her, but only for and during her own life after my death, without impeachment for waste, all such items of tangible personal property of the following descriptions as I shall own at the time of my death and as shall at that time be located on or at the premises at 3349 Dell Road, Mountain Brook, Alabama: Steuben glass artifacts; Chinese Export china; Doughty birds; Adam candelabra; any articles of furniture; and any furnishings. At the time of the death of the second of me and my wife Marie to die, I give the aforesaid tangible personal property to such issue of my blood as shall be living at that time, per stirpes and not per capita, to be theirs absolutely at that time, per stirpes and not per capita, provided, however, that for all of the purposes of this will Joseph H. Scales, Jr., a son of my daughter Joan, shall deemed to have predeceased me.

(3)(C) My corporate executor shall have full power to construe this ARTICLE THREE and to identify the particular items of tangible personal property to which it refers; and the constructions and decisions of my corporate executor in the premises shall bind all beneficiaries under this will and shall be final.

ARTICLE FOUR

If Betty Lang shall survive me and shall be in my employ at the time of my death, or shall have left my employ in good standing during my lifetime, I give her twenty-five thousand dollars to be hers absolutely. If the foregoing gift for Betty Lang shall for any reason fail to take effect under the conditions there prescribed, the said gift shall lapse and shall constitute a part of my residuary estate.

ARTICLE FIVE

If Richard Lang, son of Betty Lang, shall survive me and shall be in my employ at the time of my death, or shall have left my employ in good standing during my lifetime, I give him fifty thousand dollars to be his absolutely. If the foregoing gift for Richard Lang shall for any reason fail to take effect under the conditions there prescribed, the said gift shall lapse and shall constitute a part of my residuary estate.

ARTICLE SIX

By ITEM FIVE of her will dated October 18, 1985, which will has been admitted to probate in the Probate Court of Jefferson County, Alabama [Birmingham], and to which I hereby refer for the completeness of any necessary descriptions, my late wife Florence S. Cabaniss gave, bequeathed, and devised to me, absolutely, certain lands in Lowndes County, Alabama, together with buildings and improvements thereon and certain tangible personal property including horse trailers, dog wagons, and other equipment used or held for use in the care, handling, and training of dogs. If my son William shall survive me, such of

the aforesaid real property so given and devised to me by ITEM FIVE of the said will of my said late wife Florence as I shall own, or of which I shall stand seized, at my death, together with dog wagons and other equipment used or held for use in the care, handling, and training of dogs on or at the said Lowndes County lands, shall be subject to the provisions of Article Ten of this will. My corporate executor shall have absolute power to identify the particular items of personal property that are designated by any preceding provisions of this Article Five, and its decisions in the premises shall bind all beneficiaries under this will and shall be final.

ARTICLE SEVEN

(7)(A) Subject to the last clause of this sentence, the term "Article Seven Property" means all such properties of any one or more of the following descriptions as I shall own or be entitled to at my death, wherever then located at any residence or vacation place or otherwise, together with all related casualty insurance then in effect: all motor vehicles of any kind or description; all books, pictures, paintings, portraits, rugs, furniture, furnishings, ornaments, silver, silverware, china, crystal, linens, utensils, jewels, jewelry, watches, hobby collections of objects, musical instruments, boats, sporting equipment, hunting dogs, other dogs, pets, photographs, personal papers, manuscripts, articles of personal adornment, and all other objects and equipment of household, premises, farm, recreational, or personal use, or adornment, and whether useful or ornamental or both, save and except only such of the said properties as shall have been effectively disposed of by or under earlier provisions of this will. To each child of mine surviving me I give an equal share of Article Seven Property. If a child of mine shall have predeceased me, then and in that case, subject to the proviso in the last clause of this sentence, I give collectively to his or her children surviving me, to be divided equally among them, an aggregate amount of money to be determined by dividing the total federal estate tax value of all Article Seven Property by the number of children of mine that shall survive me, all provided, however, that Joseph H. Scales, Jr., son of my daughter Joan, shall be deemed to have predeceased me in any event.

(7)(B) My corporate executor shall have absolute power to identify the particular items of personal property that are disposed of by Paragraph (7)(A), and its decisions in the premises shall bind all beneficiaries under this will and shall be final.

ARTICLE EIGHT

If Mrs. Violet M. Fieselman shall survive me and shall be in my employ at the time of my death I give her twenty-five thousand dollars, absolutely. If the foregoing gift for Mrs. Fieselman shall for any reason fail to take effect under the conditions there prescribed, the said gift shall lapse and shall constitute Article Thirteen Property. My corporate executor shall have full power and authority to determine whether Mrs. Fieselman is in my employ at the time of my death, and its decisions in the premises shall bind all beneficiaries under this will and shall be final.

ARTICLE NINE

Subject to all conditions expressed in this Article, I establish a fund aggregating twenty-five thousand dollars to be divided by my executors promptly after my death among the persons who shall be in my employ at the time of my death, in such amounts and proportions, without regard to equality or disparity in size, as my executors in their uncontrolled

discretion may determine. I direct that before making such a division my executors shall consult with my wife Marie and with those of my children who are living and available for consultation. I further direct that the term "the persons who shall be in my employ at the time of my death" may be deemed to include all of the employees employed by me at the house in which I reside at the time of my death, or at any lands in Lowndes County, Alabama (called "Quailwood"), except Betty Lang and except Richard Lang, neither of whom shall take anything under this Article Nine. My corporate executor shall identify "the persons who shall be in my employ at the time of my death", and the places of their employment, and the identifications and decisions of my corporate executor in the premises shall bind all beneficiaries under this will and shall be final.

ARTICLE TEN

(10)(A) Recital: By ITEM FIVE of her will dated October 18, 1985, my late wife Florence S. Cabaniss gave and devised to me, absolutely, certain lands in Lowndes County, Alabama, together with buildings and improvements thereon and together with certain personal property. By this ARTICLE TEN I dispose of such of those lands and improvements as I shall be seized of at my death, together with the personal property made subject to this ARTICLE TEN by ARTICLE SIX of this will; and hereafter in this will the said real and personal property are together sometimes called collectively the "Lowndes County Property".

(10)(B) If my son William shall survive me, he shall have the right, power, and option to purchase from my executors, in accordance with the Terms and Conditions set forth hereafter in this Paragraph (10)(B), all Lowndes County Property. The said Terms and Conditions are as follows: (i) The right, power, and option so conferred upon my Son William shall extend to the entire Lowndes County Property, and not to any quantity or part thereof less than all. (ii) The price shall be the value of the Lowndes County Property as finally determined for federal estate-tax purposes in my federal estate-tax proceeding. (iii) My Son William must agree that at least two-thirds of the purchase price as so established shall be paid not later than the time determined therefor by my corporate executor, which may not be sooner than the date that shall fall 15 (fifteen) months after the date of my death. (iv) My Son William must agree to pay interest (from time to time and at times to be determined and agreed on in advance by my Son William and my corporate executor) on the amount of the unpaid balance of the purchase price, as that amount may be from time to time, from and after the date of my death. (v) My Son William must agree that the entire purchase price, and all theretofore-unpaid interest referable thereto, shall be paid not later than the earlier of (-a-) the point in time that shall fall one year after the receipt by my executors from the Secretary of the Treasury or his delegate of a "closing letter" stating that my federal estate taxes have been paid, and (-b-) the point in time that shall fall three years and nine months after my death. (vi) At the option of my Son William any property, or interest in property, whether or not separately segregated or identified by any executor of mine, with which my Son William shall be vested in interest at my death according to this will, may at any time(s) after my death and before settlement of my estate be applied by my Son William to the partial or entire satisfaction of his obligation to pay the said purchase price, and he shall be credited pro tanto according to the fair market value of the property or interest so applied as at the time of its application. (vii) Any interest chargeable to my Son William under this Paragraph (10)(B) shall be the lesser of (a) the rate equal to First National City Bank of New York prime rate in effect from time to time plus one per cent, and (b) the amount necessary to avoid imputed interest under sections 1274

or 483 or other applicable corresponding provisions of the Internal Revenue Code. My corporate executor shall determine the First National City Bank of New York prime rate in effect from time to time, and all beneficiaries under my will shall be bound by its said determinations. The foregoing provisions of this Paragraph (10)(B) shall not be deemed to affect or determine any interest rate at which my Son William may for his own account borrow money from third parties to pay part or all of the purchase price of the Lowndes County Property. (viii) My Son William must agree that, until the full purchase aforesaid purchase price and interest to the executors shall have been paid in full, he will execute to the said executors and their successors under my will a mortgage or other appropriate security device on the entire Lowndes County Property [save and except only such items of tangible personal property as my corporate executor in its discretion shall deem immaterial or inconsequential] to secure his faithful execution of his obligations under this Paragraph (10)(B), the said mortgage and other security devices to be in form determined by my corporate executor but to contain only such provisions as may be reasonably necessary to safeguard the interests of my beneficiaries other than my Son William. (ix) My corporate executor and my Son William shall have the right to execute and carry out such conditional agreements in the premises as may be reasonably necessary or convenient to accommodate the requirements of law pertaining to the administration of estates and the payment of estate taxes and to make it possible for my Son William to pledge or mortgage his interests under this Paragraph (10)(B) with third parties in order to raise the purchase price. (x) With the prior written consent of such of my daughters as shall be living from time to time after my death, my corporate executor or corporate trustee succeeding thereto may initially or later demand and accept from my Son William less stringent terms as to the time(s) of payment of purchase price, the rate of interest on unpaid purchase price, and the amount of land (of the said Lowndes County Property) to be the subject of any mortgage, than the terms required for strict adherence to the preceding provisions of this Paragraph (10)(B), but I direct that the corporate executor shall in all events honor my general intentions that my Son William's rights under this Paragraph (10)(B) shall accrue to him on my death, that they shall be indefeasible if he asserts them and complies with applicable provisions of this paragraph, that the purchase price shall be established by federal estate-tax values, that interest shall be payable from and after my death, and that my Son William may at his option use his beneficial interest in my estate as a source of funds to pay part or all of the said purchase price and interest. (xi) If my Son William shall elect to exercise his right, power, and option under this Paragraph (10)(B) to purchase the said entire Balance of the Lowndes County Lands, he must so signify by causing a copy of this will, together with a declaration of his election, to be filed for record in the real property records maintained in the office of the Judge of Probate of Lowndes County, Alabama, within 6 (six) months after my death, and must also cause such a declaration to be filed for record in the office of the Judge of Probate of Jefferson County [Birmingham], Alabama, within 6 (six) months after my death. (xii) Any part of the Balance of the Lowndes County Property not purchased by my Son William according to the provisions of this Paragraph (10)(B), together with any obligation of his to purchase any thereof, and together with any security for any such obligation, shall be deemed to be and to have been a part of my residuary estate at my death and subject to the provisions of ARTICLE THIRTEEN of this will.

ARTICLE ELEVEN

Any property received by or payable to my executors as a part of my estate because of the non-exercise by me of any

power of appointment shall be a part of my probate estate and shall be disposed of by and in accordance with the provisions of this will.

ARTICLE TWELVE

Out of such property as, being subject to disposition by this will, shall not be required to be appropriated to the execution of preceding provisions of this will, and including thereamong all lapsed gifts, legacies, and devises not otherwise effectively disposed of, I direct my executors to pay my debts [and so exonerate such if any property disposed of by earlier provisions of this will as shall at my death may be pledged to secure the payment of any debt of mine], the expenses of my last illness, my funeral and burial expenses, and all expenses of administration including, without limitation, the reasonable expenses of packing, safeguarding, storing, insuring, and shipping any items of tangible personal property between points in the continental United States to legatees thereof, and the reasonable expenses, including transportation, meals and lodging, of the travel of any executor in the execution of this will, or of any other person who at the request of any executor shall travel in connection with assisting in the execution of this will.

ARTICLE THIRTEEN

My residuary estate, which shall constitute all the rest, residue and remainder of all of the property of which I shall die seized or the owner, or to which I shall be entitled at my death, including any property that shall accrue to my executors in consequence of the failure by me to exercise any power of appointment, together with all other property that shall be subject to disposition by operation of this will, and together with all lapsed gifts, bequests, and devises and all property expressly designated to be part of my "residuary estate", shall be divided by my executors into two shares, one of which shall be called the "Charitable Share" and the other of which shall be called the "Family Share", as follows:

A. The Charitable Share shall be one-fifth of my residuary estate, and shall consist of particular assets subject to disposition by this will, to be selected by my corporate executor within the following limitations, viz. that (1) there shall not be allocated to the Charitable Share any real property located in Lowndes County, Alabama, of which I shall be seized at the time of my death, nor any tangible personal property used or held for use with that said land; (2) there shall not be allocated to the Charitable Share any assets not qualifying for a charitable deduction in the calculation of my federal estate tax; and (3) the assets to be selected for the Charitable Share, and for the Family Share referred to in Part B, below, respectively, shall be so selected that the aggregate fair market value(s) of the assets of the Charitable Share, measured at the time(s) of distribution(s) for that Share, shall be in the same ratio to the aggregate fair market value(s) of the assets of the Family Share, measured at the time(s) of distribution(s) for that Share, as the ratio of the total income-tax basis (to my executors) of the assets of the Charitable Share to the total said income-tax basis of the assets of the Family Share.

B. The Family Share shall be the balance of my residuary estate.

C. It is my intention, and by the provisions of Part A above I have intended to require, that divisions of my residuary estate shall be made so that the Charitable Share and the Family Share shall share proportionately in the appreciation and depreciation in the value of assets to the

BOOK 327 PAGE 370

JR 2128 PG 625

REAL 410 PAC 1618

date, or dates, of allocation(s) and distribution(s) to those shares.

D. All estate, inheritance, transfer, legacy, succession and other death taxes and duties (including any interest and penalties thereon) imposed upon, or with respect to, any amount, property, right, or power which, or the value of which, shall be includible in my estate for the purpose of calculating any such taxes or duties, whether such property passes under the provisions of this will or by operation of documents other than this will, shall be paid out of and borne by the Family Share, without apportionment or contribution; and no part or share of any such taxes, duties, interest or penalties shall be paid out of or borne by the Charitable Share.

E. Effective at my death I give, bequeath, and devise the Charitable Share to AmSouth Bank, N.A., as Trustee, in trust for the Greater Birmingham Foundation for its general purposes. The subject-matter of this gift shall be known as the Florence S. and William J. Cabaniss Fund, and with respect to that Fund and the income therefrom the said Trustee shall have the powers and duties set forth from time to time in the Declaration of Trust governing the Greater Birmingham Foundation.

F. So much of the Family Share as shall remain upon providing for the payment therefrom of all taxes, duties, interest, and penalties the subject of Part D, above, of this Article Thirteen, shall constitute Article Fourteen Property, which, effective at my death [which shall be the "Time of Apportionment"], shall at that time constitute "subject property" that shall be made the subject of a stirpital apportionment, according to Paragraph (14)(A), with respect to the issue of my blood [and I shall be the "designated decedent" under Paragraph (14)(A)] living at the time of my death provided, however, that Joseph Hugh Scales, Jr., son of my daughter Joan, shall be deemed to have predeceased me.

ARTICLE FOURTEEN

(14)(A) Effective at the time when any particular property, property rights, or interests in property (for convenience called collectively the "subject property") shall be directed to be made the subject of a "stirpital apportionment" according to this Paragraph (14)(A) with respect to the issue living at a particular point in time (called a "Time of Apportionment") of a particular person (called the "designated decedent"), I apportion that subject property into "stirpital shares", i.e. shares determined per stirpes with respect to the then-living (living at the Time of Apportionment) issue of the designated person, per stirpes and not per capita. Each such stirpital share shall at that Time of Apportionment be deemed to constitute the principal of a stirpital share trust estate created for the initial benefit of the particular living person with respect to whom it shall have been so apportioned, and the particular person, i.e. the particular living issue per stirpes of the designated decedent, with respect to whom a particular stirpital share of the subject property shall be so apportioned is called the "initial beneficiary" of that stirpital share trust estate, sometimes called "his" or "her" trust or trust estate. Each such stirpital share trust estate shall for all purposes be deemed to have been established at the Time of Apportionment at which its stirpital share shall have been apportioned, irrespective of when any actual appropriation thereto of property, or of particular property, shall be completed. Each such share or trust estate shall be disposed of according to applicable later provisions of this Article Fourteen. Each such aforesaid stirpital apportionment shall in fact and in law be strictly stirpital, and so, in the

BOOK 327 PAGE 371

initial step thereof I apportion the subject property into a number of equal shares as follows [irrespective of whether any child of the designated decedent shall be living at the Time of Apportionment in question]: one such share with respect to each child of the designated decedent who shall be living at the Time of Apportionment in question, and one such share with respect to each child of the designated decedent who shall be dead at that time and of whom issue shall be living at that time; and no stirpital share shall be apportioned with respect to any particular person if there shall be living, at the Time of Apportionment in question, any ancestor of his own or her own, i.e. of that same particular person, who shall be issue of the same designated decedent in question of whom that same particular person shall be issue. Stirpital share trust estates apportioned according to this Paragraph (14)(A) shall be disposed of according to whichever one of Paragraphs (14)(B) and (14)(C) shall apply according to its terms.

(14)(B) This Paragraph (14)(B) governs the disposition of any stirpital share trust estate that shall be apportioned with respect to my son William: If at any particular Time of Apportionment a stirpital share trust estate of any particular subject property shall be apportioned according to Paragraph (14)(A) with respect to my son William as its initial beneficiary, I give, bequeath, and devise that said share trust estate to him at that same particular Time of Apportionment, to be his absolutely.

(14)(C) This Paragraph (14)(C) governs the disposition of any stirpital share trust estate established as aforesaid on the apportionment of a stirpital share with respect to any daughter of mine: If at any particular Time of Apportionment a stirpital share trust estate of any particular subject property shall be apportioned according to Paragraph (14)(A) with respect to a particular daughter of mine as its initial beneficiary, I give, bequeath, and devise the same to my trustees named hereafter in this will to take, hold, stand possessed of, invest, and reinvest the same, and, for and during the lifetime after my death of that same particular daughter of mine, to pay over the current net income therefrom to her, or apply the same to or for her benefit or her account in convenient periodic installments that shall be as nearly equal to each other as may be, and not less often than quarterly. Upon the death of a particular daughter of mine after my death the trustees shall stand possessed of the then-principal of her said trust estate (sometimes called the "appointive property") in trust for such interests, legal or equitable, and in such equal or unequal parts, shares, and amounts, and with such valid powers, as she may validly and effectively appoint by will or codicil of hers to or among or for the benefit of any person or persons, corporation or corporations, whatever, without limitation, including herself, her creditors, her estate, and the creditors of her estate, provided, however, that the general testamentary power of appointment conferred by this Paragraph (14)(C) shall not be deemed effective to permit the beneficiary to appoint an estate or interest to endure longer than the period of time allowed by the Rule against Perpetuities or by any statute or rule of law relating to the duration of an estate, trust or power, and provided, also, that the general testamentary power of appointment just conferred by this Paragraph (14)(C) may be effectively exercised only by will or codicil executed after my death and identifying this will as the source of the power sought to be exercised. Also upon the death of a particular daughter of mine after my death, so much, if any, of the said appointive property of her said trust estate as shall for any reason not be appointed by her valid and effective exercise of the aforesaid general testamentary power of appointment (herein called the "unappointed part" of the said appointive property) shall, subject in any event to any different appointment by her as aforesaid, be disposed of as follows, viz.: the trustees

shall pay therefrom, to the executors or administrators of that same particular daughter of mine, as and for a part of her own probate estate, an amount equal to the amount (after application of allowable credits) by which her own federal and state estate taxes (but not generation-skipping taxes under Chapter 13 of the United States Internal Revenue Code) shall have been increased by virtue of the inclusion in her federal gross estate of the value of the appointive property of her said trust estate; and so much of the said appointive property as shall remain upon giving effect to the aforesaid provision shall itself constitute "subject property" which, at the time of her death, which shall be the Time of Apportionment, shall be made the subject of a stirpital apportionment according to Paragraph (14)(A) with respect to her issue living at that time or, if she shall not be survived by any issue of hers, in that case with respect to the issue of me living at that time, all so that the "designated decedent" with respect to whose issue the stirpital apportionment shall be made shall be either (i) the particular daughter of mine who shall have been the initial beneficiary of the trust of the subject property, or (ii) me.

Paragraph (14)(D)

(14)(D)(1) This Paragraph (14)(D) governs the disposition of any stirpital share trust estate that shall be established with respect to any grandchild or more remote issue of me. Accordingly, each reference in this Paragraph (14)(D) to a stirpital share or its corresponding stirpital share trust estate shall be deemed to designate only such a share or trust estate.

(14)(D)(2)(a) A stirpital share trust estate subject to this Paragraph (14)(D) whose initial beneficiary shall be thirty years of age or older at the particular Time of Apportionment when that trust estate shall be established shall vest absolutely and indefeasibly in him or her at that time, and shall forthwith be distributed and paid over to him or her, free and clear of any trust under this will, whereupon all fiduciaries under this will shall stand discharged with respect to that trust estate. A stirpital share trust estate subject to this Paragraph (14)(D) whose initial beneficiary shall be less than thirty years of age at the particular Time of Apportionment when that trust estate shall be established shall terminate at the time now provided: (a) If the initial beneficiary shall have been born in my lifetime, his or her stirpital share trust estate shall terminate when he or she shall, after my death, attain the age of thirty years or die at a lesser age. (b) If the initial beneficiary shall not have been born in my lifetime, his or her trust estate shall terminate after my death when the first of the following events shall occur: (i) when he or she shall attain the age of thirty years, (ii) when he or she shall die without having attained the age of thirty years, (iii) the passage of the point in time falling exactly nineteen years after the death of the last to die of all such persons as, being issue of the blood of any grandparent of me, shall be living at my death. Until the time of termination of a particular such trust estate, my trustees shall take and retain the same in trust and hold, stand possessed of, invest, and reinvest the same and the income thereof, and deal therewith, according to applicable provisions following.

(14)(D)(2)(b)(i) While a particular initial beneficiary shall be under the age of nineteen years and shall be an unmarried person under the age of eighteen years, the trustees shall pay to, or apply to or for the benefit or the account of, the initial beneficiary, so much, which may be all if any, of the current net income of his or her trust estate, and upon the exhaustion thereof so much, which may be all if any, of the principal of his or her trust estate, as the trustees shall in

BOOK 323 PAGE 223

their absolute and uncontrolled judgment and discretion deem necessary, desirable, or appropriate for the purposes of the education, at any post-college-graduate or lesser level, and maintenance and support (including as illustrative examples medically-indicated hospitalization and surgical and medical care and expense, and dental care), of the beneficiary, and once for each trust-accounting year at or as at the end thereof shall accumulate the current net income not so paid or applied as aforesaid in that said year and irrevocably add the same to, and make the same a part of, the principal from which it shall have been derived. In determining from time to time how much if any current net income and principal, either or both, are to be paid to, or applied for, the initial beneficiary, for the said purposes, my said trustees may, but need not, take into consideration any other resources known to them to be directly or indirectly available to or for the initial beneficiary for those same purposes; and in the exercise of their aforesaid judgment and discretion my trustees shall always have full power to determine conclusively that no current net income or principal shall be paid to, or applied to or for the benefit or the account of, the beneficiary, it being my intention that the beneficiary shall have no power to compel the payment or application of any current net income or principal while this part (14)(D)(2)(b)(i) shall govern his or her trust estate. In acting under the foregoing provisions of this part (14)(D)(2)(b)(i) my trustees shall be under no duty to learn of any such "other resources"; and the uses to which principal may be put are as broad as those to which current net income may be put. Principal consumed according to the foregoing provisions shall be deemed distributed, and shall not be deemed a debt of anyone or recovered from any source. A person once married shall always thereafter be deemed a married person irrespective of the age at which he or she may marry.

(14)(D)(2)(b)(ii) While a particular initial beneficiary who, while not having attained the age of thirty years, shall nevertheless be over the age of nineteen years, or shall be a married person over the age of eighteen years, the trustees shall pay to him or her, or apply to or for his or her benefit or his or her account, in convenient periodic installments that shall be as nearly equal to each other as may be, and not less often than quarterly, the entire current net income thereof.

(14)(D)(3)(a) If the initial beneficiary of a stirpital share trust estate subject to this Paragraph (14)(D) shall be living at the time of its termination as provided in part (14)(D)(2)(a), the entire principal and all income thereof shall vest in him or her at the said time of termination, and, subject only to reasonable charges (including income taxes) imposed or allowable by law incident to such termination, shall forthwith be distributed and paid over to him or her, free and clear of any trust under this will, whereupon all fiduciaries under this will shall stand discharged with respect to that trust estate.

(14)(D)(3)(b) If the event of termination of a trust estate subject to this Paragraph (14)(D) shall be the death of the initial beneficiary under the age of thirty years, the following provisions shall obtain: (i) If the initial beneficiary shall be survived by issue of his or hers, the entire then-principal and all income of his or her said trust estate shall at his or her death vest in his or her executors or administrators, for and as a part of his or her own probate estate, and, subject only to reasonable charges (including income taxes) imposed or allowable by law incident to such termination, shall forthwith be distributed and paid over to his or her executors or administrators, free and clear of any trust under this will, whereupon all fiduciaries under this will shall stand discharged with respect to that trust estate. (ii) If the initial beneficiary shall not be survived by issue

of his or hers, all current net income of his or her trust estate earned or deemed earned before his or her death shall vest in, and be distributed and paid over to, his or her executors or administrators, as part of his or her own probate estate, free and clear of any trust under this will, and the then-principal thereof shall as at the time of his or her death, which shall be the Time of Apportionment, be made the subject of a stirpital apportionment, pursuant to Paragraph (14)(A) of this will, with respect to the issue living at that time of a designated decedent who shall be the most immediate (i.e. closest) ancestor of the deceased initial beneficiary that shall have been both (a) issue of my parents, and (b) the ancestor of at least one person who shall survive the deceased initial beneficiary.

(14)(E) If the unappointed part of property held subject to a trust established by this will shall be due to be made the subject of a stirpital apportionment according to the provisions of Paragraph (14)(A) at a time when no issue of my blood shall be living, in that case I give, bequeath, and devise that said unappointed part at that time to AmSouth Bank, N.A., Birmingham, Alabama, as Trustee of the Greater Birmingham Foundation, to be added to and in all respects become a part of and subject to the provisions of, the above-cited Florence S. and William J. Cabaniss Fund.

(14)(F) If an attempted exercise of a power of appointment created by this will would be valid and effective but for its attempted violation of the Rule against Perpetuities or any rule of law relating to the duration of an estate, trust, or power, then and in any such case the attempted exercise shall be given effect and deemed valid to the extent that the interest thereby disposed of, if so limited to accord with the Rule or a rule aforesaid, would have been valid, and only the interest constituting the invalid excess shall for that reason be deemed included in the "unappointed part" of property in the affected trust estate.

ARTICLE FIFTEEN

(15)(A) The trustees of the several trusts created by this will shall be AmSouth Bank, N.A., Birmingham, Alabama, and my son William J. Cabaniss, Jr., and my friend Hugh Kaul, and the survivors and survivor thereof. If Hugh Kaul shall not survive me, or having survived me shall not qualify under law as trustee hereunder, or having so qualified shall die, resign, or cease to continue under law to remain qualified and acting as trustee, then and in that event another individual co-trustee shall be appointed by joint action of AmSouth Bank, N.A., and my son William, or, if my son William shall for any reason be unable to, or within a reasonable time shall for any reason fail to, join with AmSouth Bank, N.A., in appointing another individual co-trustee, then and in that event the additional individual co-trustee shall be appointed by joint action of AmSouth Bank, N.A., and such adult issue of me as desire to and do join in the appointment. Upon the death of my son William, he may by any last will and testament or codicil of his appoint any natural person, or corporation or national banking association having trust powers, as an additional, or to succeed to himself as a, co-trustee as aforesaid.

(15)(B) Any reference in another Article of this will to the "trustees" of any particular trust shall be deemed to designate the one or more persons, male or female, and/or the association or corporation, all as the case may be, who shall in fact be occupying the trusteeship office of that same particular trust at any particular time and from time to time.

ARTICLE SIXTEEN

(16)(A) Every executor and every trustee is a "Fiduciary" as that term is used in this and any later Article of this will.

JR 2128P6631

(16)(B) I nominate AmSouth Bank, N.A., Birmingham, Alabama, and my son William J. Cabaniss, Jr., and my friend Hugh Kaul, and the survivors and survivor thereof, to be executors of this will. If Hugh Kaul shall not survive me, or having survived me shall not qualify under law as executor, or having so qualified shall die, resign, or cease to continue under law to remain qualified and acting as executor, then and in that event another individual co-executor shall be appointed by joint action of AmSouth Bank, N.A., and my son William, or, if my son William shall for any reason be unable to, or within a reasonable time shall for any reason fail to, join with AmSouth Bank, N.A., in appointing another individual co-executor, then and in that event the additional individual co-executor shall be appointed by joint action of AmSouth Bank, N.A., and such adult issue of me as desire to and do join in the appointment. If my son William shall survive me and then die before the administration of my probate estate shall have been completed, he may by any last will and testament or codicil of his appoint any natural person, or corporation or national banking association having trust powers, as an additional, or to succeed to himself as a, co-executor as aforesaid. As the term "executors" is used in other provisions of this will, it shall be deemed to designate the one or more natural persons, male or female, and/or the association or corporation, all as the case may be, from time to time occupying the executorship office(s) under this will.

REAL 410 PAGE 1624

(16)(C) In the execution of this will and the administration of my estate, and in the administration of any trust estate(s) created by this will, every Fiduciary may act personally or by, or in reliance upon the advice of, lawyers, accountants, appraisers, investment counsellors, brokers, realtors, and other advisors and agents, and shall not be responsible to any beneficiary under this will for the acts or omissions or negligence of any thereof, but shall be held only to the exercise of reasonable care in selecting, employing, and retaining the same; and the reasonable expenses of employing any of the aforesaid shall be a proper charge against, and shall be charged against and paid from, parts or assets of my estate or a trust estate, as may be appropriate, as a proper expense of administration.

(16)(D) No one dealing with any Fiduciary shall be under any obligation, duty, or liability to inquire into his, her, its, power or authority to do any act done or requested or sought to be done in the performance of any duty or in the exercise of any power or discretion conferred upon such a Fiduciary; nor shall anyone be under any obligation, duty, or liability to see to the proper application or disposition by any Fiduciary of the purchase price or other consideration for any property, or to see to the proper disposition of any money or property lent or delivered to any Fiduciary.

(16)(E) No Fiduciary shall be required (i) to make any bond for the faithful performance of any duties imposed or conferred upon such a Fiduciary by this will or otherwise; or (ii) to make or file, for or in any court, any report, inventory, appraisal, settlement, or accounting. All Fiduciaries, however, shall make out and keep reasonably current an inventory of the assets with which they, he, she, it, are chargeable from time to time, and shall at all reasonable times make the same and all fiduciary income-tax returns available from time to time for inspection and copying by any interested beneficiaries under this will and by their

BOOK 327 PAGE 376

representatives. Each and every Fiduciary shall, whether or not in connection with any succession or change of Fiduciaries, or otherwise, have the absolute right, exercisable in his, her, its, absolute discretion, to cause a judicial or other settlement to be had with respect to the administration of my estate, or of any trust estate; and the expense thereof shall be a proper charge against, and shall be charged against and paid from, parts or assets of my estate or a trust estate, as may be appropriate, as a proper expense of administration.

ARTICLE SEVENTEEN

(17)(A) In this Article: The term "property" designates a property, a property right, and an interest in property, alike. The term "Fiduciary Property" means property whose disposition is subject to this will, or for which a Fiduciary shall otherwise have a responsibility under this will. My entire probate estate is Fiduciary Property. Powers, discretions, and immunities of the several Fiduciaries under this will (i.e. of my executors and trustees), from whatever source derived, shall be had, held, and exercised in conformity with the provisions of this Article.

(17)(B) Subject to any contrary limitations expressed or implied in dispositive provisions of this will, [including without limitation those included in Paragraph (10)(B)], and subject also to all of the provisos set forth in this Paragraph, I declare and direct that, in the execution of this will and the administration of my estate, and in the administration of any trust created by this will, my respective Fiduciaries shall at all times have and hold, with respect to each and every property for which they respectively have duties and responsibilities under this will, and may from time to time exercise, personally or by attorney-in-fact or by agent, in and through transactions public and private, without prior or other notice to or consent by anyone, and without prior or other authorization, approval, or confirmation by any court in any jurisdiction, the same full powers and discretions that they would have if they were the owners, both at law and in equity, of that property and of all beneficial interests therein, including, without limitation, the power to hold any asset in the name of a nominee without disclosing any fiduciary relationship, and further including without limitation the power to make all elections available to them in their respective Fiduciary capacities under the United States Internal Revenue Code, all provided, however, that (i) all powers, discretions, and immunities of my Fiduciaries shall be deemed to be administrative, fiduciary, powers and discretions, to be exercised impartially or only in the interests of the person or persons, corporation or corporations, beneficially interested and to be interested under this will; and that (ii) no such power, discretion, or immunity shall be exercised for the personal benefit of any Fiduciary except impartially, or in valid consequence of rights conferred by substantive dispositive provisions of this will; and that (iii) if my son William shall survive me, he as executor shall not, with respect to property not given to him as a beneficiary by substantive dispositive provisions of this will, have or hold any power, discretion, or immunity denied to him as trustee, or not conferred upon him as trustee [and Paragraph (16)(A) shall be construed accordingly], nor shall he have or hold or exercise, with respect to any such property not so given to him as a beneficiary by substantive dispositive provisions of this will, any power which, if had or held or exercised by him, would constitute him the holder of a general power of appointment with respect to such property under Section 2041 of the Code.

(17)(C) Without abridging the generality of the provisions of Paragraph (17)(B), but merely to illustrate specific powers,

discretions, and immunities vested in Fiduciaries under this will subject to the limitations expressed in Paragraph (17)(B), I declare and direct that, in the execution of this will and the administration of my estate, and in the administration of any trust created by this will, my respective Fiduciaries shall at all times and from time to time have and hold, with respect to each and every property for which they respectively have duties and responsibilities under this will, and may from time to time exercise, each and all of the following powers, discretions, and immunities in addition to any others, whether similar or dissimilar, that may otherwise be conferred upon my respective Fiduciaries by law: (1) to receive from any source, and by purchase, exchange, or otherwise to make and acquire, and to retain, and by sale, exchange or otherwise to dispose of, investments in any property of any kind, nature, character or description, whether real, personal or mixed and wheresoever situated whether domestic, foreign, or alien, and whether or not any or all of the same may be or be deemed permissible for trustees or executors under any constitution or laws of Alabama or of any other State or of the United States, or under the rules of any court or under any rule of policy anywhere, including, without limitation, stock of any class of AmSouth Bank, N.A., Birmingham, Alabama, or of any corporation with which it may be affiliated in any way or that may own stock in AmSouth Bank, N.A., Birmingham, Alabama; (2) to retain, make, hold, or dispose of investments and reinvestments without regard to any actual or potential lack of diversification of investments; (3) to hold any or all stock, securities or other paper in bearer form; (4) to hold any or all stock, securities or other paper, or any or all personal property or real property, in the name(s) of any one or more of the following: my trustees, my executors, and any other persons or corporations, all without disclosing any fiduciary relationship; (5) to lease, lease with options attached, grant easements over, make any agreements or contracts whatever with respect to, grant options upon, sell, exchange, or in any other way dispose of, transfer, assign, convey, set over, and deliver, any trust estate or any property for such consideration, on such terms and conditions, and for such period(s) of time (even though such periods must or may extend beyond the term of an applicable trust or beyond the termination of the administration of my estate) as the Fiduciaries in question shall choose; (6) to convert any property, whether real, personal, or mixed in any ratio, into any other property, real, personal, or mixed in any ratio; (7) to manage, operate, and administer all real property and interests therein; to erect, maintain, tear down or replace any improvements, buildings, or structures placed or to be placed on any such real property; and by formal or informal proceedings or agreements to adjust any boundaries; (8) to manage, and in person or by general or limited proxy with or without full power of substitution to vote, all stock, securities, and rights and interests evidenced by any other type of paper in any public or private corporation, trust or association, in respect of all matters ordinary and extraordinary including, without limitation: the borrowing of money; the issuance or retirement of any such stock, securities, or other paper; the sale, exchange or other disposition of some or all assets; conversion; consolidation; merger; recapitalization; liquidation; dissolution; or any other transaction or reorganization of any character whatever, whether or not in Bankruptcy; and to retain any or all property received as a consequence thereof, without limitation as to time or any principle of diversification; (9) to do any one or more of proposing, opposing, becoming a party to, participating fully, partly, or not at all in, and carrying out, any transaction or any formal or informal plan of reorganization of any character whatever affecting any public or private corporation or business unit any of whose stock, securities, or other paper, or any interest in which, may be included in any

81C 322C 378

Fiduciary Property in question; and to retain, without limitation as to time or any principle of diversification, any or all securities or other property that may be received; (10) to borrow, lend, or advance money with or without security; and on terms acceptable to the appropriate Fiduciary to give or obtain security therefor by mortgage, pledge, security interest, or other means; (11) on changed or unchanged terms to renew or extend or refinance (a) loans or other indebtedness, however evidenced, at any time owing by or to me, or by or to any Fiduciary in such a capacity, or by or to my estate or a trust estate; or (b) any debt or encumbrance attaching by pledge, mortgage, or other security device to any property whose disposition is governed by this will; (12) to compromise, settle, adjust, or submit to arbitration, any matter of dispute; (13) to institute, prosecute, defend, become a party to, intervene in, and participate in, any formal or informal actions, suits or proceedings, whether at law, in equity, or merely administrative; (14) to establish and change trust accounting years and to establish, maintain and change the accounts, the bookkeeping and accounting systems, and the periods of time with respect to which the records of my estate and the trusts under this will are maintained and taxes, income, gains, losses, and capital changes are determined; (15) subject to any contrary limitations expressed or implied in other or dispositive provisions of this will, to make distributions and payments in kind or partly in kind; to select, i.e. to designate, who shall receive distributions in kind; to select the property that shall from time to time be distributed to the entitled parties, all without securing from any court any prior or other determination or confirmation of value as to specific items so to be distributed or paid over; and to do any or all of the foregoing without regard to the income-tax basis to any person or corporation of any property so selected for distribution in kind, and without regard to the income-tax effect to my estate, or to any trust created by this will, or to any such distributee, or to any taker therefrom, or to the estate of any such distributee, of any later sale or disposition; (16) from time to time, but within a time permitted by law, to assign and transfer to a voting trustee, who may be or include any executor or trustee of mine, any or all stock in any public or private corporation; to select the voting trustee or trustees; and to propose, negotiate, fix, consent to or change the voting trustee or trustees, the terms, and any or all conditions and provisions subject to which, any such stock shall be held by the voting trustee or trustees; (17) to effectuate the removal from or in Alabama or any other State of any trust estate or personal property disposed of by this will, and to effectuate the relocation thereof at any place in or out of the State of Alabama, all without giving any bond or other security with respect thereto; (18) by incorporation, reincorporation, dissolution, liquidation, sale, exchange, or reorganization of any character, to make changes from time to time in the style or form of the ownership or the conduct of any business or venture; (19) at the risk of all or less than all Fiduciary Property to enter into, participate in, terminate, withdraw from, abandon, or liquidate, or dissolve, any partnerships, limited partnerships, or joint ventures; (20) to engage in business at the risk of all or less than all Fiduciary Property; (21) to keep Fiduciary Property insured against casualty; and to insure the owners and users thereof, and those beneficially interested therein, against loss or damage with reference to the same; (22) to mingle any or all Fiduciary Property held in my estate or in any trust estate created hereunder with, or in, investments held by or for any other trust estate or estates held hereunder, and accordingly on the books of the appropriate Fiduciaries to allocate the proper part thereof (i.e. of such property) to each participating trust estate or other interest or any share thereof, all without designation to indicate any such division or allocation, so that, unless otherwise indicated, the

property from time to time so held by the Fiduciaries and so mingled shall be deemed allocable in the proper proportions to each of the said trusts created or to be created hereby that are participants in any such mingled investments therein; (23) by arrangements made from time to time among affected Fiduciaries under this will to their own satisfaction, to provide that checks on any Fiduciary bank account(s) may be signed by all, or any less than all, of the affected Fiduciaries under this will; (24) to execute, deliver, and file, on my behalf and on behalf of my estate, consents authorized by Section 2513 of the United States Internal Revenue Code with reference to any gifts made at any time during my lifetime by me or by any spouse of mine; (25) in the discretion of my executors or trustees, as the case may be, [but in all events subject to substantive dispositive provisions of this will] to cause the burden of any contracts executed with reference to my estate or any trust estate to be charges on, or assumed by, my estate or the appropriate trust estate, respectively, whatever the case may be, rather than, or in addition to, being personal obligations of any Fiduciary under this will; and (26) to make all elections available from time to time under the United States Internal Revenue Code.

(17)(D) All powers and discretions of my respective Fiduciaries may be exercised after, as well as before, the vesting of any interest in my probate estate or in any Fiduciary Property until distribution shall have been effectively completed.

(17)(E) Fiduciaries at any time serving under this will shall be entitled to reasonable compensation for their services provided, however, that no compensation shall be paid to my son William J. Cabaniss, Jr., for serving as trustee hereunder, but provided further, however, that I expect that every natural person named by or under this will as executor or trustee, either or both, shall be entitled to and have compensation in the form of, and to the extent necessary to provide, reimbursement, from the appropriate Fiduciary Property held by my executors or from the appropriate trust estate(s), whatever the case may be, for all costs, expense, disbursements, and charges reasonably paid or incurred by any such Fiduciary in the execution of this will or the administration of my estate (and whether or not with respect to property to which the legal title may be in my executors or in any trustee of mine), or in the administration of any trust estate(s), and, accordingly, my son William serving as trustee without compensation in some respect shall be entitled to be reimbursed as aforesaid for amounts paid or agreed to be paid to an agent or agents of his in such a capacity, and to the full extent that he would be entitled to be paid even if he were not so serving without compensation in other respects; and all such amounts that are to be so reimbursed ("Reimbursement Compensation") shall be charged against the appropriate Fiduciary Property of my probate estate, or of the appropriate trust estate(s), as expenses of administration. The ratio of (i) the compensation [other than Reimbursement Compensation, which shall be disregarded for the purposes of the calculations the subject of this sentence] of an individual serving as executor for any period of time to (ii) the compensation of my corporate executor for its services during the same period of time shall be 1 to 3. If my son William shall decline or refuse to accept compensation in excess of Reimbursement Compensation for his services as executor that fact shall not increase the compensation of the corporate executor.

(17)(F) Any person named by or under this will to be executor or trustee may qualify for any one or more such Fiduciary offices without accepting all, or more than one, thereof, and, having qualified for any one or more such Fiduciary offices under this will, may resign any one or more thereof while

BOOK 327 PAGE 380

WJC

continuing in any other(s).

ARTICLE EIGHTEEN

If any beneficiary under this will and I shall die under such circumstances that there shall be no sufficient evidence that that beneficiary and I shall have died otherwise than simultaneously, I declare and direct that, for all of the purposes of this will, that said beneficiary shall be conclusively deemed to have predeceased me.

ARTICLE NINETEEN

The provisions made by this will for my wife Maxie and for her benefit shall be in lieu of any and all other participation that she might be entitled to with respect to my probate estate on account of or arising out of my death or her marriage to me, either or both, whether by the laws of descent and distribution, any entitlement to an elective share, dower, homestead, statutory "family allowances", or otherwise under the laws of any State.

ARTICLE TWENTY

I direct that, to the fullest extent legally possible, this will shall be construed and given effect in accordance with the law of Alabama as constituted from time to time.

IN WITNESS WHEREOF I hereunto set my signature and seal on this the 31st day of March, 1987, having heretofore initialed each of the preceding pages in order to identify the same, hereby declaring the instrument contained on this and the preceding 16 pages to be my last will and testament.

William J. Cabaniss

William J. Cabaniss

LS
(LS)

In the joint presence of all of us the foregoing instrument was signed, sealed, published, and declared by William J. Cabaniss to be his last will and testament; and we, at his request and in the joint presence of him and of each other, have by our signatures hereunto subscribed our names as attesting witnesses on this the 31st day of MARCH, 1987.

NAMES OF WITNESSES TO THE WILL OF WILLIAM J. CABANISS

Dorcas T. Shady

R. Allen Hendley

Robert H. Brown

WITNESSES' ADDRESSES AT DATE OF ATTESTATION AND SUBSCRIPTION

4648 Clairmont Ave.

Birmingham, AL

810 - Lakeside Road

Birmingham, Ala. 35225

2619 Watkins Road

Birmingham AL 35223

JR 2124 PG 698

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, WILLIAM J. CABANISS, a married man over the age of twenty-one years and a resident of Jefferson County, State of Alabama, hereby make, publish and declare this instrument to be a first codicil to my will dated March 31, 1987, which I executed before Donna T. Shadix, R. Allen Headley, and Robert B. Donworth, Jr., witnesses.

ITEM "FIRST" OF THIS CODICIL

I hereby revoke "ARTICLE ONE" of my will, and declare that all properties that are the subjects of any provisions of that Article shall be deemed to be a part of my "residuary estate" as that term is used in ARTICLE THIRTEEN of my will.

ITEM "SECOND" OF THIS CODICIL

Except as my will dated March 31, 1987, has been changed by this codicil, I declare that my said will shall continue in full force and effect, and I hereby incorporate the same hereinto by reference to the end that my said will and this codicil will be given effect together.

IN WITNESS WHEREOF I have hereunto set my hand and seal on this the 11th day of August, 1987, hereby declaring this document to be a first codicil as aforesaid to my will dated March 31, 1987.

William J. Cabaniss

William J. Cabaniss

(LS) LS

In the joint presence of all of us the foregoing instrument was signed, sealed, published, and declared by William J. Cabaniss to be a first codicil to his last will and testament dated March 31, 1987; and we, at his request and in the joint presence of him and of each other, have by our signatures hereunto subscribed our names as attesting witnesses on this the 11th day of August, 1987.

NAMES OF WITNESSES
TO THIS FIRST CODICIL
TO THE WILL OF
WILLIAM J. CABANISS

Donna T. Shadix

Robert B. Donworth, Jr.

WITNESSES' ADDRESSES
AT DATE OF ATTESTATION
AND SUBSCRIPTION

4648 Clairmont Avenue
Birmingham, AL 35222

2619 1st White Road

Birmingham, Alabama 35223-1258

JR 2128 PG 637

REAL 410 PG 1630

BOOK 327 PAGE 382

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, WILLIAM J. CABANISS, a married man over the age of twenty-one years and a resident of Jefferson County, State of Alabama, hereby make, publish and declare this instrument to be a second codicil to my will dated March 31, 1987, which I executed before Donna T. Shadix, R. Allen Headley, and Robert B. Donworth, Jr., witnesses, as the said will has heretofore been amended by first codicil executed by me under date August 11, 1987, before Donna T. Shadix and Robert B. Donworth, Jr., witnesses.

ITEM "FIRST" OF THIS SECOND CODICIL

I hereby amend my will by inserting therein a new ARTICLE TEN-A to follow existing ARTICLE TEN and to precede existing ARTICLE ELEVEN of my will, and to provide as follows in its entirety:

"ARTICLE TEN-A

"As the term "Qualified Debt" is used in this Article, it means a debt owed to me at the time of my death (whether or not then due, and whether or not wholly or partially secured) in consequence of a loan of money made by me personally to the debtor during my lifetime. As the term "Qualified Debtor" is used in this Article, it means a natural person who shall owe me a Qualified Debt at the time of my death and who at that time shall be issue of the blood of me, or a spouse [at the time of my death] of issue of the blood of me, or issue of the blood of a spouse [at the time of my death] of issue of the blood of me. To each respective Qualified Debtor who shall survive me I give the full amount of his or her Qualified Debt, together with all interest and penalties on the said debt and on any related mortgage, together with any note and mortgage evidencing the same, that he or she, respectively, shall owe to me at the time of my death, and I direct my executors to cause the relevant notes and mortgages and public courthouse records to be so marked as to show that the said notes shall be deemed to have been paid in full and the said mortgages satisfied. Each gift made by this Article Ten-A shall be free of all estate taxes.

"My corporate executor AmSouth Bank, N.A., Birmingham, Alabama, shall have power to make reasonable constructions of the foregoing provisions of this Article Ten-A."

ITEM "SECOND" OF THIS SECOND CODICIL

Betty Lang, named in my will, has married and thereby changed her name to Betty Willis (Mrs. Wyatt Willis), and I hereby amend my will to designate her by her name Betty Willis instead of by her former name Betty Lang.

JR 2124 PG 6-4 2128 PG 6-38

REAL 410 PAGE 1631

BOOK 327 PAGE 383

ITEM "THIRD" OF THIS SECOND CODICIL

Except as my will dated March 31, 1987, has been changed by the
aforecited first codicil and by this second codicil, I declare
that my said will shall continue in full force and effect, and
I hereby incorporate the same and the said first codicil
hereinto by reference to the end that my said will and the said
first codicil and this second codicil will be given effect
together.

IN WITNESS WHEREOF I have hereunto set my hand and seal on this
the 13th day of October, 1987, hereby
declaring this document to be a second codicil as aforesaid to
my will dated March 31, 1987.

William J. Cabaniss (LS) 29
William J. Cabaniss

In the joint presence of all of us the foregoing
instrument was signed, sealed, published, and declared by
William J. Cabaniss to be a second codicil to his last will and
testament dated March 31, 1987; and we, at his request and in
the joint presence of him and of each other, have by our
signatures hereunto subscribed our names as attesting witnesses
on this the 13th day of
October, 1987.

NAMES OF WITNESSES
TO THIS SECOND CODICIL
TO THE WILL OF
WILLIAM J. CABANISS

Donna Lynn Tait

Robert A. ...

WITNESSES' ADDRESSES
AT DATE OF ATTESTATION
AND SUBSCRIPTION

201 Kent Avenue
Birmingham, Alabama 35209
2619 Watkins Road
Mountain, Alabama 35213

BOOK 327 PAGE 384

JR 2124 PG 700 JR 2128 PG 639

REAL 410 PAGE 1632

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, WILLIAM J. CABANISS, a married man over the age of twenty-one years and a resident of Jefferson County, State of Alabama, hereby make, publish and declare this instrument to be a third codicil to my will dated March 31, 1987, which I executed before Donna T. Shadix, R. Allen Headley, and Robert B. Donworth, Jr., witnesses, as the said will has heretofore been amended by first codicil executed by me under date August 11, 1987, before Donna T. Shadix and Robert B. Donworth, Jr., witnesses, and by second codicil executed by me under date October 13, 1987, before Donna Lynn Tait and Robert B. Donworth, Jr., witnesses.

ITEM "FIRST" OF THIS THIRD CODICIL

I hereby amend my will by deleting therefrom existing lettered paragraph "E." of "ARTICLE THIRTEEN" and by substituting for the deleted paragraph a new lettered paragraph E. of the said ARTICLE THIRTEEN to provide as follows in its entirety:

"E. I direct my executors to pay out of the Charitable Share all such pledges for religious, charitable, or educational purposes as, being deductible in the calculation of my federal estate tax, shall have been made by me during my lifetime and as shall at the time of my death be then current and unpaid, whether the same shall or shall not constitute debts of me, and I give and bequeath the amounts of the said pledges to the person or persons, corporation or corporations, to whom the said pledges shall at my death purport to be payable. Also out of the Charitable Share I give \$ 50,000 (fifty thousand dollars) to The Lawrenceville School, Lawrenceville, New Jersey. So much of the said Charitable Share as shall not be necessary to be appropriated to the payment of pledges and the gift to The Lawrenceville School according to the foregoing provisions of this Paragraph E. I give, bequeath, and devise at my death to AmSouth Bank, N.A., as trustee, to be held and administered by it for The Greater Birmingham Foundation for the purposes upon which the said AmSouth Bank, N.A., as trustee has heretofore held properties for the purposes of The Greater Birmingham Foundation according to provisions governing the disposition of the Florence S. and William J. Cabaniss Advised Fund, # 27-6480-03-5, and to that end I direct that the gift made to the said bank as trustee under this Paragraph E. shall, consistently with the provisions of the Resolution and Declaration of Trust of The Greater Birmingham Foundation, as all of the same shall be in effect at my death and from time to time thereafter, be known as the, or a, Florence S. and William J. Cabaniss Advised Fund. I make the following purely precatory and non-binding declaration of my hope and wish that, during the lifetime of my son William J. Cabaniss, Jr., the said trustee will consult him and abide by his wishes from time to time expressed to the trustee as to the particular charitable purposes to which the said fund and the income therefrom shall from time to time be put. AmSouth Bank, N.A.,

JR 2124 PG 702

JR 2128 PG 641

REAL 410 PAGE 1634

in all available fiduciary capacities shall have full power to determine what constitute "pledges", and what pledges are "current and unpaid" at "the time of my death", and what constitute "religious, charitable, or educational purposes", as all of those terms are used in the first sentence of this Paragraph E., and its fiduciary decisions in those respects shall be final. I declare that I have a general charitable intent with respect to the gift and bequest made by this Paragraph E. to AmSouth Bank, N.A., as trustee for the purposes of The Greater Birmingham Foundation."

ITEM "SECOND" OF THIS THIRD CODICIL

Except as my will dated March 31, 1987, has been changed by the aforesaid first and second codicils and by this third codicil, I declare that my said will shall continue in full force and effect, and I hereby incorporate the said will and the said first and second codicils hereinto by reference to the end that my said will as amended by the said three codicils will be given effect according to its terms as so amended.

IN WITNESS WHEREOF I have hereunto set my hand and seal on this the 8th day of December, 1987, hereby declaring this document to be a third codicil as aforesaid to my will dated March 31, 1987.

William J. Cabaniss
William J. Cabaniss

(LS) JAL

In the joint presence of all of us the foregoing instrument was signed, sealed, published, and declared by William J. Cabaniss to be a third codicil to his last will and testament dated March 31, 1987; and we, at his request and in the joint presence of him and of each other, have by our signatures hereunto subscribed our names as attesting witnesses on this the 8th day of DECEMBER, 1987.

NAMES OF WITNESSES
TO THIS THIRD CODICIL
TO THE WILL OF
WILLIAM J. CABANISS

Douglas Hand

Robert B. [unclear]

WITNESSES' ADDRESSES
AT DATE OF ATTESTATION
AND SUBSCRIPTION

2608 NORTH ROAD

GARDENDALE, AL. 35071

2619 WATKINS ROAD

BIRMINGHAM AL. 35222

Fourth ~~SECOND~~ CODICIL

TO
LAST WILL AND TESTAMENT
OF
WILLIAM J. CABANISS

KNOW ALL MEN BY THESE PRESENTS, that I WILLIAM J. CABANISS, a resident citizen of Jefferson County, Alabama, being over the age of twenty-one (21) years and of sound mind and disposing memory, do hereby make, publish and declare this to be the ^{Fourth} ~~Second~~ Codicil to my Last Will and Testament dated March 31, 1987 (sometimes hereinafter referred to as my "1987 Will").

FIRST: I hereby amend my Last Will and Testament dated March 31, 1987 as previously amended by a First Codicil dated by a Second Codicil dated Oct. 13, 1987 and by a Third Codicil dated August 11, 1987 in the following respects: Dec. 8, 1987.

A. I hereby add the following additional provisions to Part E of Article Thirteen of my 1987 Will which makes a charitable gift in trust for the Greater Birmingham Foundation, without deleting any existing provisions of said Part:

"My children shall have the right from time to time to advise the trustees of said gift and of the Florence S. and William J. Cabaniss Fund as to the charitable distributees which are, or may be, selected or designated as recipients of grants and distributions from said trust Fund. Such advice may be given by the written concurrence of any two of my children then living, or if only one is then living, by the written concurrence of such child of mine. Nothing herein shall be construed as granting my children the right to direct or compel any gift, grant or distribution. Nothing herein shall be deemed to vest any of my children with a general power of appointment with respect to any assets or income of said trust Funds, nor any right to designate any distributee therefrom which is not a proper charitable object of said Greater Birmingham Foundation."

B. It is my intention to take advantage of the \$1 million exemption for generation skipping transfers to the fullest extent available to my estate. With that object in mind, I therefore re-write Part F of Article Thirteen of my Last Will and Testament dated March 31, 1987 to read in its entirety as follows:

"F. Out of the Family Share I give, bequeath and devise to my Trustees named in my Last Will and Testament, in trust, as the GST Exempt Family Trust, a fractional share of said Family Share, the

WJC

BOOK 327 PAGE 387

JR 2124 PG 103

SR 2128 PG 642

REAL 410 PAGE 1635

numerator of which shall be an amount equal to the generation skipping tax ("GST") exemption available to my estate at my death, and the denominator of which shall be the value of the Family Share, as finally determined to federal estate tax purposes in my estate, remaining after payment of the taxes, duties, interest and penalties provided for in Part D above. However, the bequest to the GST Exempt Family Trust shall not exceed One Million Dollars (\$1,000,000) in the aggregate. The GST Exempt Family Trust shall be administered and disposed of as provided in paragraphs (13)(F)(1) through (13)(F)(3) of this Part and Article, below. So much of the Family Share as shall remain upon providing for the payment therefrom of (i) all taxes, duties, interest, and penalties the subject of Part D of this Article Thirteen, above, and (ii) the amount to be transferred to the GST Exempt Family Trust as set forth above in this Part F, shall constitute Article Fourteen Property, which, effective at my death (which shall be the "Time of Apportionment"), shall at that time constitute "subject property" that shall be made the subject of a stirpital apportionment, according to Paragraph (14)(A), with respect to the issue of my blood [and I shall be the "designated decedent" under Paragraph (14)(A)] living at the time of my death provided, however, that Joseph Hugh Scales, Jr., son of my daughter Joan, shall be deemed to have predeceased me.

"(F)(1) As of the Time of Apportionment, my Trustees shall divide and allocate the GST Exempt Family Trust into as many separate equal trusts as are necessary so that one such trust may be named for each child of mine either living at the Time of Apportionment or then deceased leaving one or more descendants living on the division date. At this date I expect that such direction will result in three (3) such separate equal trusts being established, named for each of my present three living children, respectively. Paragraph (13)(F)(2) shall govern any such trust named for my son William ("William's GST Exempt Trust"), any such trust named for my daughter Joan ("Joan's GST Exempt Trust") and any such trust named for my daughter Florence ("Florence's GST Exempt Trust"), said trusts being generically referred to in said paragraph below as a "Child's GST Exempt Trust."

"(F)(2) This paragraph shall govern the administration and disposition of a Child's GST Exempt Trust. During the lifetime of my child, the Trustees shall pay out to or for the benefit of my child all the net income of the trust in convenient installments, but not less than quarterly. The trustees may also pay out of the principal of the trust so much thereof as shall be determined to be necessary for the health, education, maintenance and support of such child of mine and of any issue of such child, according to the standard of living to which such person has then attained or become accustomed; in making such determination for William's GST Exempt Trust, the decision of my then trustees other than William shall govern. In making determinations of need for health, education, maintenance and support, the trustees shall take into account any information known by them as to the other resources of, or available to, the persons in need. Upon such child's death, the

42

BOOK 327 PAGE 388

JR2124PG104

JR2128PG643

REAL 410 PAGE 1636

then principal of the trust, together with any accrued or undistributed income thereof, shall be paid over, free of trust (except as set forth hereafter), to the then living issue of such child of mine in equal shares per stirpes and not per capita, provided, however, that if any such issue entitled to a share of such trust then has other property held in trust for him or her under another provision of this Will, the share being distributed from such Child's GST Exempt Trust may be added to and merged with such other trust for such issue if the trustees shall deem it appropriate. I give to each child of mine, as to his or her GST Exempt Trust, respectively, the limited power of appointment, exercisable by written instrument executed during his or her lifetime making specific reference to this provision, to designate and appoint gifts of principal of said trust to issue of my said child or to any charitable organization (gifts to which then qualify for a charitable contribution deduction) recognized as such by the Internal Revenue Service, only, provided that my child shall have no power to appoint any trust property or income to or for the benefit of himself or herself, his or her estate, his or her creditors or the creditors of his or her estate.

"(F)(3) Only property of the Family Share which is totally exempt from generation-skipping tax shall be allocated to the GST Exempt Family Trust as provided above, and in funding the fractional shares provided for herein, property allocated in kind may be allocated in entire or disproportionate shares, as my fiduciaries determine to be in the best interests of the beneficiaries, without compensating adjustments."

SECOND: As amended by this ^{Fourth} ~~Second~~ Codicil, in all other respects I hereby ratify, confirm and republish the provisions of my said Last Will and Testament dated March 31, 1987 as previously amended by the said ^{Prior} ~~First~~ Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this ^{Fourth} ~~Second~~ Codicil to my Last Will and Testament, said Codicil consisting of this page and the preceding typewritten pages (which for the purposes of identification have been initialed by me in the margin thereof), hereby declaring, in the presence of the persons witnessing it at my request on the 18 day of June, 1990, this instrument to be the ^{Fourth} ~~Second~~ Codicil to my said Last Will and Testament.


WILLIAM J. CABANISS

The foregoing instrument, consisting of this page and the preceding typewritten pages, was signed, sealed and published and declared by WILLIAM J. CABANISS, the testator, to be the Second Codicil to his Last Will and Testament and his free act and deed, in the presence of us, who, at his request in his presence and in the presence of each other, have hereunto subscribed our names and addresses as attesting witnesses; and we, and each of us do also certify that the signature of said testator was duly made and appeared to us upon the Second Codicil as above before we signed as witnesses, and that we, and each of us, do now believe said testator at this time to be of sound mind.

1777 Alameda, Ave. S.W.
ADDRESS

B'ham. Ala 35211

Selema Carpenter
WITNESS

20510 Clancy Drive
ADDRESS

Mc Calla, 35111

Raymond Payne
WITNESS

10 Rockledge Rd
ADDRESS

Birmingham, AL 35213

Michael Hedden
WITNESS

BOOK 327 PAGE 390

JR 2124 PG 106

JR 2128 PG 45

REAL 410 PAGE 1638

ATTESTATION AND AFFIDAVIT
FOR, AND REPUBLICATION OF, SELF-PROVED WILL

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, the undersigned authority, on this day personally appeared WILLIAM J. CABANISS, the testator and Selema Carpenter, Peggy Adams Payne and the witnesses, known to me to be the testator and the witnesses, respectively, whose names are signed to the foregoing instrument and, all of the said persons being by me first duly sworn, WILLIAM J. CABANISS, the testator, declared and does declare to me and to the said witnesses in my presence and hearing that the said instrument is the Second Codicil to his Last Will and Testament and that he is republishing his Last Will and Testament dated March 31, 1987 referred to therein as part of publishing said Second Codicil, with the changes effected by said Second Codicil, and that he had willingly signed the same in the presence of me and said witnesses named therein and that he executed the same as his free and voluntary act for the purposes therein expressed; and each of the said witnesses declared and does declare to me, in the presence and hearing of the testator, and each other, that he or she signed the said instrument(s) in the presence of the testator and each other, as witnesses and that to the best of each such witness' knowledge the testator was twenty-one years of age or older, of sound mind and memory, and under no constraint or undue influence.

William J. Cabaniss

WILLIAM J. CABANISS

Selema Carpenter

WITNESS

Peggy Adams Payne

WITNESS

WITNESS

Subscribed, sworn to and acknowledged before me by WILLIAM J. CABANISS, the testator, and subscribed and sworn before me by Selema Carpenter, Peggy Adams Payne and the witnesses, this 18 day of June, 1990.

Michael Beck

Notary Public

My commission expires: _____

CERTIFICATE TO THE PROBATE OF WILL AND CODICILS

The State of Alabama
JEFFERSON COUNTY

George R. Reynolds
 I, ~~XXXXXXXXXX~~, Judge of the Court of Probate, in and for said State and

County, do hereby certify that the foregoing instrument 8 of writing ha VE 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 & Codicils
 of William J. Cabaniss, Deceased and that said Will & Codicils

2124 681-707
 together with the proof thereof have been recorded in my office in Judicial Record, Volume 2128, Page 619-647.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date July 31, 1990

PROBATE-24

George R. Reynolds, Judge of Probate.

BOOK 327 PAGE 392

REAL 410 PAGE 1640

CERTIFICATE TO COPIES

PROBATE-67

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
Last Will and Testament and Codicils thereto of William H. Cabaniss,
deceased, together with the Certificate to the Probate thereof

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
91 JAN 29 PM 3:22

In the matter of THE ESTATE OF William J. Cabaniss, deceased

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

Given under my hand and seal of said Court, this
the 11th day of December, 1990

Peggy A. Proctor
Chief Clerk

1. Deed Tax ----- \$
2. Mtg. Tax ----- \$
3. Recording Fee ----- \$ 75.50
4. Indexing Fee ----- \$ 5.00
5. No Tax Fee ----- \$
6. Certified Fee ----- \$ 1.00
Total ----- \$ 81.50

JAN 4 11 24 AM '91
RECORDED
INDEXED
FILED
STATE OF ALABAMA
JEFFERSON COUNTY
PROBATE COURT
CLERK'S OFFICE

BOOK 327 PAGE 393

RECORD FEE 10.00
STATE OF ALABAMA
JEFFERSON COUNTY
PROBATE COURT
CLERK'S OFFICE
REAL 410.00