

LAST WILL AND TESTAMENT
OF
LEIGH M. CLARK

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I, LEIGH M. CLARK, a resident of Jefferson County, State of Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my last will and testament, hereby revoking any and all former wills and codicils thereto heretofore made by me.

ITEM ONE

I direct that all my just debts, including the expenses of my last illness and funeral, shall first be paid out of my estate by my executor, hereinafter named, as soon as possible after my death.

ITEM TWO

At the present time I own with others a joint or fractional interest in certain real property located in Shelby, Lee, Macon and Crenshaw Counties in Alabama. The provisions hereinafter contained in this Item apply only to real property in which I own with others a joint or fractional interest and do not apply to any real property in which I own the entire interest.

1. I give and bequeath all of my right, title and interest in and to any real property which I own with others a joint or fractional interest in Shelby County, Alabama, to my grandson, Leigh Clark Marshall, if he survives me. If my said grandson does not survive me, I give, devise and bequeath the same to my daughter, Jean C. Marshall, if she survives me, otherwise to her issue surviving me, such issue to take in equal shares per stirpes.

Filed in office this 11th day of August 1951
Probate and Record
Judge of Probate

C. W. Scott, Jr.
Vice President and
Trust Real Estate Officer

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AmSouth Bank N.A.
Post Office Box 11426
Birmingham, Alabama 35202

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2. I give and bequeath all of my right, title and interest in and to any real property which I own with others a joint or fractional interest in Lee County, Alabama, to my granddaughter Katherine E. Marshall, if she survives me. If my said granddaughter does not survive me, I give, devise and bequeath the same to my daughter, Jean C. Marshall, if she survives me, otherwise to her issue surviving me, such issue to take in equal shares per stirpes.

3. I give and bequeath all of my right, title and interest in and to any real property which I own with others a joint or fractional interest in Macon and Crenshaw Counties, Alabama, to my granddaughter, Mary Jean Marshall, if she survives me. If my said granddaughter does not survive me, I give, devise and bequeath the same to my daughter, Jean C. Marshall, if she survives me, otherwise to her issue surviving me, such issue to take in equal shares per stirpes.

ITEM THREE

I give and bequeath all household furniture, furnishings and effects (including, without limitation, appliances, furniture, furnishings, rugs, pictures, paintings, books, silver, plate, linen, china, glassware, antiques and objects of art), personal effects (including, without limitation, wearing apparel, jewelry, watches, guns, fishing equipment and all other articles of personal use or ornament), automobiles and their accessories, boats and their accessories, club memberships and stadium certificates owned by me at the time of my death and not otherwise effectively bequeathed, together with all policies of insurance relating thereto, to my wife, Evelyn S. Clark, if she survives me. If my wife does not survive me, I give and bequeath the same to my issue surviving me, in

equal shares per stirpes, to be divided among them by my executor, in my executor's sole and absolute discretion, having due regard for the personal preferences of my issue. If I am not survived by my wife or by any issue of mine, the gift provided by this Item shall lapse, and the property herein described shall become a part of my residuary estate.

I hereby vest in my executor full power and authority to determine what items of property pass under the provisions of this Item.

Any property to which a minor is entitled under this Item may be delivered to (a) the guardian of the property of such minor, (b) the guardian of the person of such minor, or (c) the person having the care and custody of such minor, and the receipt of the person to whom delivered shall be effective to release my executor.

ITEM FOUR

If my wife, Evelyn S. Clark, survives me, I give and bequeath to the trustee hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "marital trust") for the use and benefit of my wife in accordance with the provisions set out in ITEM SIX hereof ~~and~~ the following:

A sum equal to the amount by which the value of the property disposed of by this will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this will, (2) a sum equal to the largest amount that can pass free of federal estate tax under this will by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking into account all interests in

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property included in my gross estate for federal estate tax purposes that pass or have passed from me under previous Items of this will or outside of this will and that do not qualify (other than by reason of disclaimer or election or non-election) for the marital or charitable deduction and after taking into account all charges to principal that are not allowed as deductions in computing my federal estate tax, and (3) all my debts, expenses of administration and other charges payable from principal by my executor.

In determining the above sum, the following shall be applicable:

A. Values as finally determined for federal estate tax purposes shall control.

B. Elections made with respect to the alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall be final and binding and shall govern in all computations.

I recognize that no sum may be disposed of by this Item.

In satisfying the above sum, the following shall be applicable:

A. The sum may be satisfied in kind, or partly in kind, by transferring securities or other property, including real estate and interests therein, at values as of the date of distribution.

B. The sum shall not be satisfied by transferring any asset, or the proceeds of any asset, which would not qualify for the federal estate tax marital deduction if such asset passed from me to my said wife.

C. Except as required in the next preceding paragraph B, the selection of assets used in satisfying the sum shall not be subject to question by any

legatee, devisee or beneficiary of any trust, and no adjustment shall be made for a disproportionate allocation of unrealized gain for federal income tax purposes.

ITEM FIVE

My residuary estate (meaning thereby the rest and residue of the property of whatsoever kind and character and wheresoever situated belonging to me at the time of my death and over which I have the power of disposition, but not meaning any property over which I then have only a power of appointment, general or limited, exercisable by deed, will or otherwise) shall be disposed of as follows:

1. If my wife, Evelyn S. Clark, survives me, I give, devise and bequeath my residuary estate to the trustee hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "family trust") in accordance with the provisions set out in ITEM SEVEN hereof.

2. If my wife does not survive me and if my daughter, Jean C. Marshall, survives me, I give, devise and bequeath my residuary estate to the trustee hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust for her primary benefit in accordance with the provisions set out in ITEM EIGHT hereof.

3. If neither my wife nor daughter survives me and if any issue of my daughter survives me, my executor shall divide my residuary estate into a sufficient number of equal shares so that there shall be set aside one equal share for each child of my daughter surviving me and one equal share for the issue collectively surviving me of each child of my daughter who predeceases me leaving issue surviving me, such shares to be held or disposed of as follows:

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A. With respect to each child of my daughter surviving me, I give, devise and bequeath one of such equal shares to him or her if he or she has attained the age of thirty (30) years at my death, otherwise to the trustee hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust for such child's primary benefit in accordance with the provisions set out in ITEM NINE hereof.

B. With respect to each child of my daughter who predeceases me leaving issue surviving me, my executor shall further divide one of such equal shares among such living issue, in equal shares per stirpes, and with respect to each living issue entitled to such share or a portion of such share, I give, devise and bequeath such share or such portion of such share to which he or she is entitled to him or her if he or she has attained the age of thirty (30) years, otherwise to the trustee hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust for his or her benefit in accordance with the provisions set out in ITEM NINE hereof.

4. If I am not survived by my wife or by any issue of mine, I give, devise and bequeath my residuary estate to my heirs determined at my death.

ITEM SIX

The following provisions shall govern the marital trust, if I am survived by my wife, Evelyn S. Clark, my wife being herein called the "beneficiary," and the trustee is directed as follows:

1. During the lifetime of the beneficiary, the trustee shall pay to the beneficiary the entire net income from the marital trust in such installments, at least as often as quarterly, as shall be convenient to the beneficiary.

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2. If at any time during the lifetime of the beneficiary the net income from the marital trust, together with all resources and income of or available to the beneficiary reasonably known to the trustee, is not, in the sole opinion of the trustee, sufficient for the support and maintenance of the beneficiary, the trustee shall pay to the beneficiary such additional sum or sums out of the principal of the marital trust as the trustee, in the trustee's sole and absolute discretion, shall deem necessary or desirable for said purposes. The beneficiary shall not have the right to require that any distribution of principal be made under the provisions of this paragraph, the decision of the trustee being final and binding. The trustee shall be fully discharged with respect to all amounts of principal so paid to the beneficiary without obligation on the part of the beneficiary to account therefor to the trustee or any person, firm or corporation.

3. During the lifetime of the beneficiary, the beneficiary shall have the right at any time and from time to time by an instrument or instruments in writing delivered to the trustee to appoint, subject to the provisions of ITEM TWELVE hereof, all or any portion of the principal of the marital trust to or for the benefit of one or more of my issue, in such amounts or proportions, and in such lawful interests or estates, whether absolute or in trust, as the beneficiary shall direct in such instrument or instruments, and the trustee shall transfer, convey and pay over, free of the marital trust, the principal so appointed.

4. The marital trust shall terminate upon the death of the beneficiary. Upon termination, the trustee shall transfer, convey and pay over, free of the marital trust, the then remaining principal and undistributed

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income of the marital trust to such person or persons, corporation or corporations, or the estate of the beneficiary, in such manner, in such amounts or proportions, and in such lawful interests or estates, whether absolute or in trust, as the beneficiary may appoint by a last will or codicil thereto. To be effective as an exercise of the foregoing power of appointment, the last will or codicil thereto of the beneficiary must specifically refer to the power. The foregoing power of appointment may be exercised by the beneficiary after the date of this will, irrespective of any codicil to this will, whether such exercise be before or after my death.

If none of the remaining principal and undistributed income of the marital trust is validly appointed by the beneficiary pursuant to the foregoing power of appointment contained in this paragraph 4 and if such remaining principal and undistributed income of the marital trust shall be included in the gross estate of the beneficiary for the purposes of any estate, inheritance, transfer, legacy, succession or death taxes or duties, the trustee shall pay, upon written request, to the personal representative of the estate of the beneficiary an amount equal to the difference between (a) the amount of all such taxes or duties, including any interest or penalties thereon, payable with respect to all property includable in the gross estate of the beneficiary and (b) the amount of all such taxes or duties which would have been payable if the remaining principal and undistributed income of the marital trust were not includable in the gross estate of the beneficiary. In determining the amount so payable, the trustee may rely conclusively and without investigation upon the written certification of the personal representative of the estate of the beneficiary.

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Such portion or all of the remaining principal and undistributed income of the marital trust that is not validly appointed by the beneficiary or that remains after any payment to the personal representative of the estate of the beneficiary pursuant to the next preceding paragraph of this paragraph 4 shall be added to, merged with and thereafter administered and disposed of like the property then held in the family trust.

ITEM SEVEN

The following provisions shall govern the family trust, if I am survived by my wife, Evelyn S. Clark, my wife being herein called the "beneficiary," and the trustee is directed as follows:

1. The trustee may pay so much, if any, of the net income of the family trust to or for the benefit of such one or more or all or none of the group consisting of the beneficiary and my daughter as shall be living at the time of such payment, in such amounts and proportions, equal or unequal, as the trustee, in the trustee's sole and absolute discretion, shall deem advisable, it being my intention that the trustee may pay all or part or none of the net income, may make unequal payments, may from time to time exclude one or more of the members of such group from income hereunder. The net income or any part thereof not so paid shall be accumulated and added to and become a part of the principal of the family trust.

2. The trustee may pay so much, if any, of the principal of the family trust to or for the benefit of such one or more or all or none of such group as shall be living at the time of such payment, in such amounts and proportions, equal or unequal, as the trustee, in the trustee's sole and absolute discretion, shall deem advisable, it being my intention that the trustee may pay all

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or part or none of the principal and may make payment to any member of such group who is living at the time of such payment even though such person was not living at the time of the creation of the family trust.

3. The support and maintenance of the beneficiary is of paramount importance, and the trustee shall pay to the beneficiary as much income and principal as is needed to support and maintain the beneficiary in the beneficiary's accustomed manner of living. I wish, but do not require, that the trustee consider the suggestions of the beneficiary as to the income and principal needs of each member of such group (including the beneficiary), although the trustee shall not in any event be obligated to follow any such suggestions. Before making any payment of income or principal to any member of such group, the trustee shall consider, but is not bound by, all resources and income of or available to such person reasonably known to the trustee.

4. No member of such group shall have the right to require that any distribution of income or principal be made under the preceding paragraphs of this Item, the decision of the trustee being final and binding. The trustee shall be fully discharged with respect to all amounts of income or principal paid to any member of such group without obligation on the part of any such person to account therefor to the trustee or any other person, firm or corporation. No distribution of income or principal to any member of such group shall be taken into account in any way on the final termination of the family trust.

5. The beneficiary shall have the right at any time and from time to time by written instrument or instruments delivered during the beneficiary's lifetime to the trustee, or by the beneficiary's will specifically referring to this power, to appoint, subject to the provisions of ITEM TWELVE hereof, all or any portion of the

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principal of the family trust to or for the benefit of one or more of my issue, in such amounts or proportions and in such lawful interests or estates, whether absolute or in trust, as the beneficiary shall direct in such instrument or instruments, and the trustee shall transfer, convey and pay over, free of trust, the principal so appointed.

6. The family trust shall terminate on the death of the beneficiary. Upon termination, the then remaining principal and undistributed income of the family trust, together with any property added to the family trust from any other trust (all of which is hereinafter referred to as the "trust estate"), shall be held or disposed of as follows:

A. If my daughter, Jean C. Marshall, is living at the termination of the trust, the trustees shall continue to hold the trust estate as a separate trust for her primary benefit in accordance with the provisions set forth in ITEM EIGHT hereof.

B. If my daughter is not living at the termination of the trust and if any issue of my daughter is living at the termination of the trust, the trustee shall divide the trust estate into as many equal shares as there are children of my daughter living at the termination of the trust and children of my daughter who die prior to the termination of the trust leaving issue living at the termination of the trust.

(i) With respect to each child of my daughter living at the termination of the trust, the trustee shall transfer, convey and pay over, free of trust, one of such equal shares to him or her if he or she has attained the age of thirty (30) years, otherwise the trustee shall continue to hold one of such equal shares as a separate

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trust for his or her primary benefit in accordance with the provisions set forth in ITEM NINE hereof.

(ii) With respect to each child of my daughter who dies prior to the termination of the trust leaving issue living at the termination of the trust, the trustee shall further divide one of such equal shares among such living issue, in equal shares per stirpes, and with respect to each issue entitled to a portion, the trustee shall transfer, convey and pay over, free of trust, the portion to which he or she is entitled to him or her if he or she has attained the age of thirty (30) years, otherwise the trustee shall continue to hold such portion as a separate trust for his or her primary benefit in accordance with the provisions set out in ITEM NINE hereof.

C. If no issue of mine is living at the termination of the trust, the trustee shall transfer, convey and pay over, free of trust, the said trust estate to my heirs determined at the termination of the trust.

ITEM EIGHT

The following provisions shall govern any separate trust herein created for the primary benefit of my daughter, Jean C. Marshall, my daughter being herein called the "beneficiary," and the trustee is directed as follows:

1. The trustee may pay so much, if any, of the net income of the trust to or for the benefit of such one or more or all or none of a group consisting of the beneficiary, the spouse of the beneficiary, and, except as otherwise provided in paragraph 2 below, the children of the beneficiary as shall be living at the time of such

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payment, in such amounts or proportions, equal or unequal, as the trustee, in the trustee's sole and absolute discretion, shall deem advisable, it being my intention that the trustee may pay all or part or none of the net income, may make unequal payments, may from time to time exclude one or more of the members of such group from income hereunder, may make payment to any member of such group even though payment could also have been made to the parent of such person, and may make payment to any member of such group who is living at the time of such payment even though such person was not living at the time of the creation of the trust. The net income or any part thereof not so paid shall be accumulated and added to and become a part of the principal of the trust.

2. The trustee may pay to or for the benefit of the beneficiary such additional sum or sums out of the principal of the trust as the trustee, in the trustee's sole and absolute discretion, shall deem advisable; provided, however, that no distribution of principal shall be made in any taxable year of the trust in which the trustee has previously made a distribution of income to any child of the beneficiary, and provided further that if the trustee shall make any distribution of principal to the beneficiary in any taxable year of the trust, the trustee shall thereafter make no distribution of income to any child of the beneficiary in the same taxable year.

3. The support, maintenance and education of the beneficiary is of paramount importance, and the trustee shall pay to the beneficiary as much income and principal, subject to the provisions of paragraph 2 above, as is needed for such purposes. I wish, but do not require, that the trustee consider the suggestions of the beneficiary as to the income needs of each member of such group (including the beneficiary) and the suggestions of

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the beneficiary as to the beneficiary's principal needs, although the trustee shall not in any event be obligated to follow any such suggestions. Before making any payment of income or principal, the trustee shall consider, but is not bound by, all resources and income of or available to the prospective payee reasonably known to the trustee.

4. No member of such group shall have the right to require that any distribution of income be made and the beneficiary shall have no right to require that any distribution of principal be made under the preceding paragraphs of this Item, the decision of the trustee being final and binding. The trustee shall be fully discharged with respect to all amounts of income or principal paid without obligation on the part of such person to account therefor to the trustee or any person, firm or corporation. No distribution of income or principal to any member of such group shall be taken into account in any way on the final termination of this trust.

5. The trust shall terminate on the death of the beneficiary. Upon termination, the then remaining principal and undistributed income of the trust (all of which is hereinafter referred to as the "trust estate") shall be held or disposed of as follows:

A. If any issue of the beneficiary is living at the termination of the trust, the trustee shall transfer, convey and pay over the trust estate, free of trust except as provided in paragraph 6 of this Item, to such issue, in equal shares per stirpes.

B. If no issue of the beneficiary is living at the termination of the trust, the trustee shall transfer, convey and pay over, free of trust, the trust estate to my heirs determined at the termination of the trust.

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6. If, under the provisions of paragraph 5 of this Item, any issue of the beneficiary under the age of twenty-one (21) years becomes entitled to any share of the principal of the trust on its termination, then though the share of such issue in the trust on its termination shall then vest in him or her, such share shall not be transferred, conveyed and paid over, free of trust, to him or her, and the trustee shall continue to hold the same in trust for him or her until he or she shall attain the age of twenty-one (21) years, using and applying for his or her support, maintenance and education such part of the net income from his or her share and of the principal thereof as the trustee deems necessary or desirable for said purposes; provided, however, that if such issue of the beneficiary shall die before attaining the age of twenty-one (21) years, the principal comprising such share, together with undistributed income thereof, shall thereupon be transferred, conveyed and paid over, free of trust, to the executor or administrator of his or her estate. The authority and discretion conferred upon the trustee by this paragraph 6 shall be construed as a power only and shall not operate to suspend or prevent the absolute vesting of such property in any issue of the beneficiary upon the termination of the trust in accordance with the provisions of paragraph 5 of this Item.

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ITEM NINE

The following provisions shall govern each separate trust herein created for the primary benefit of a living issue of my daughter, such living issue being hereinafter referred to as the "beneficiary," and the trustee is directed as follows:

1. The trustee shall pay to or apply for the benefit of the beneficiary so much, if any, of the net

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income or principal of the trust as the trustee, in the trustee's sole and absolute discretion, shall deem necessary or desirable for the beneficiary's support, maintenance and education, it being my intention that all or part or none of the net income or principal may be paid to the beneficiary. The trustee shall consider all resources and income of or available to the beneficiary from all sources reasonably known to the trustee. The beneficiary shall not have the right to require that any payment of income or principal be made to him or her, the decision of the trustee being final and binding on all persons. The trustee shall be fully discharged with respect to all amounts of income or principal paid to or for the benefit of the beneficiary without obligation on the part of the beneficiary to account therefor to the trustee or any person, firm or corporation. The net income or any part thereof not so paid shall be accumulated and added to and become a part of the principal of the trust.

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2. The trust shall terminate on the first to occur of

A. The date the beneficiary attains the age of thirty (30) years, or

B. The date the beneficiary dies.

If the trust terminates on the date the beneficiary attains the age of thirty (30) years, the trustee shall transfer, convey and pay over, free of trust, the then principal of the trust, together with any undistributed income thereof, to the beneficiary.

If the trust terminates on the date of the death of the beneficiary, the trustee shall transfer, convey and pay over, free of trust except as provided in ITEM TEN or ITEM ELEVEN hereof, the then principal of the trust, together with any undistributed income thereof, to the issue of the beneficiary living at the termination of the

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trust, in equal shares per stirpes, or if no issue of the beneficiary is living at the termination of the trust and if issue of mine is living at the termination of the trust, to such issue of mine as would be entitled to inherit the property constituting the same and in the proportions in which they would be entitled to inherit the same from the beneficiary under the laws of descent and distribution of Alabama relating to real property in force at the termination of the trust, had the beneficiary died immediately following the termination of the trust, domiciled in Alabama, intestate, unmarried, survived only by issue of mine and owned the same, whether or not the property being distributed is real, personal or mixed, or if no issue of mine is then living, to my heirs determined at the termination of the trust.

ITEM TEN

If any issue of mine becomes entitled to any share of the principal or undistributed income of any trust herein created on its termination and if such issue has any other property then held in trust for his or her benefit under the provisions of this will, his or her share in the trust so terminating shall not be transferred, conveyed and paid over, free of trust, to him or her but shall be added to, merged with and administered and disposed of like such other property so held in trust for him or her.

ITEM ELEVEN

If any issue of mine becomes entitled to any share of the principal or undistributed income of any trust herein created on its termination, if such issue has no other property then held in trust for his or her benefit under this will and if such issue shall not have

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attained the age of twenty-one (21) years on the date he or she becomes so entitled to such share, then though the share of such issue in the trust so terminating shall vest in him or her, his or her share shall not be transferred, conveyed and paid over to him or her, and the trustee herein named shall continue to hold such share in trust for him or her until he or she shall attain the age of twenty-one (21) years, using and applying for his or her support, maintenance and education such part of the net income from his or her share or of the principal thereof as the trustee deems necessary or desirable for said purposes; provided, however, if such issue shall die prior to attaining the age of twenty-one (21) years, the trustee shall transfer, convey and pay over, free of trust, the then principal and undistributed income from his or her share to his or her estate.

ITEM TWELVE

Subject to the restrictions set out below, in the exercise of any power of appointment herein granted, the holder of such power may appoint outright or in trust; the holder may select the trustee or trustees if the holder appoints in trust; the holder may create new powers of appointment in a trustee or trustees or in any other appointee; the holder may, if the holder appoints in trust, establish such administrative powers for the trustee or trustees as the holder deems appropriate; the holder may create life interests or other limited interests in an appointee with future interests in favor of other appointees; the holder may impose lawful conditions on an appointment; the holder may appoint different types of interests to selected appointees; the holder may impose lawful spendthrift provisions, and generally the holder may appoint in any manner; provided always, however, that

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no appointment shall benefit directly or indirectly persons other than members of the restrictive group who are the objects of the power of appointment, that nothing shall be construed as authorizing the holder of the power to appoint to the holder, the holder's creditors, the holder's estate or the creditors of the holder's estate, that nothing shall be construed as authorizing the holder to discharge any legal obligation by any appointment the holder shall make, and that nothing shall be construed as authorizing the holder of the power to appoint any insurance, or the proceeds of any insurance, on the holder's life. The provisions of this Item are not applicable to any general power of appointment given my wife over the marital trust.

ITEM THIRTEEN

The following provisions shall apply to each trust created under this will:

1. The trustee is authorized, but not required, to mingle the trust property of the separate trusts held under this will, allotting to each separate trust an undivided interest in the mingled funds.
2. All references in this will to "trustee" shall be deemed to include not only the original trustee but also any successor trustee; and all powers and discretions vested in the original trustee shall be vested in, and exercisable by, any such successor trustee.
3. If the happening of any future event may cause the ultimate vesting of any trust estate herein created or of any share therein to be extended under the provisions hereof to a time beyond that within which the same is required by law to become vested, then and in such event the trust as to said trust estate or as to such share therein shall continue only for as long a period of

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time as is allowed by law, at the end of which period the said trust as to said trust estate or as to such share therein shall terminate. In such case said trust or such share therein shall at the expiration of such period thereupon be vested in and distributed to the person for whose primary benefit the trust was created, or, if the trust was created for the primary benefit of more than one person, to such persons in the proportions in which they are so enjoying the same, irrespective of their attained ages.

4. The income of the trusts herein created at my death shall accrue from the date of my death, and until the trusts are established, I authorize my executor, in my executor's absolute discretion, from time to time and at any time, to pay out of my general estate to the respective income beneficiaries of such trusts, as advance payments of income, such sum or sums as, in my executor's judgment, are not in excess of the income which such income beneficiaries probably would have been entitled to receive from the said trusts had the same been established. Any such sum paid from the principal of my general estate shall be regarded merely as a temporary advance to be restored to the principal from income otherwise payable to the beneficiary to whom such advance shall have been made.

5. As to the net income which by any of the provisions of this will may be payable to any person, such person 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 in hand to him or her by the trustee. Nor shall such income nor the principal or corpus of any trust estate nor any part of or interest in either of them be

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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 such person before or after my death.

6. The whole or any part of the income or principal of any trust, other than the marital trust, payable to any beneficiary who, in the opinion of the trustee, is incapacitated through illness, age or other cause may, in the discretion of the trustee, be paid to such beneficiary or applied by the trustee for the benefit of such beneficiary or paid to the guardian of the person of such beneficiary.

ITEM FOURTEEN

1. The trustee of any trust created under this will shall be The First National Bank of Birmingham (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise).

2. The trustee at any time serving hereunder shall be entitled to reasonable compensation for any services rendered in the performance of the duties of trustee. The trustee shall not be required to give any bond or security.

3. In addition to, and not by way of limitation of, the powers conferred by law upon fiduciaries, I hereby expressly grant to the trustee with respect to each of the trust estates herein created, including any accumulated income thereof, the powers hereinafter enumerated, all such powers so granted to be exercised by the trustee, as the trustee may deem advisable, in the trustee's sole and absolute discretion:

A. To retain and hold any property, including stocks, bonds or other securities, originally received

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by the trustee as a part of the trust estate, irrespective of whether such property is a so-called "legal" investment of trust funds and irrespective of the relative proportion of the trust estate represented by any such property or part thereof, and, without limiting the generality of the foregoing, to retain and acquire the stock or other securities of AmSouth Bancorporation or any successor in interest thereto;

B. To sell, exchange, transfer or convey, either before or after option granted, all or any part of the trust estate upon any terms and conditions, and to invest and reinvest the trust estate and the proceeds of sale or disposal of any portion thereof in any loans, stocks, bonds or other securities, common trust funds, mortgages, participations in mortgages, or other property, real or personal, whether so-called "legal" investments of trust funds or not;

C. To improve, repair, lease or rent for improvement or otherwise for a term beyond the possible termination of the trust or for any less term, either with or without option of purchase, and to develop, let, exchange, release, partition, subdivide, vacate, dedicate, adjust the boundaries of or change the use of any real estate constituting a part of the trust estate;

D. To borrow money from any lender, including the trustee, for any purpose, with or without security or mortgage of any real estate or pledge of any personal property held by the trustee hereunder;

E. To determine whether or to what extent receipts should be determined to be income or principal, whether or to what extent expenditures should be charged against principal or income, and what other

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adjustments should be made between principal or income by following the provisions of the Alabama Principal and Income Act as the same shall exist from time to time, and in all instances in which such Act does not resolve questions relating to principal and income, to determine the same with due regard to the interest of the beneficiary then entitled to the income thereof;

F. To keep any property constituting a part of the trust estate properly insured against any hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all the expenses of the trust incurred in the exercise of the powers herein vested in the trustee;

G. To make divisions and distributions hereunder provided for either in cash or in kind, or partly in cash and partly in kind, and for that purpose to determine values thereof, and to determine the identity of persons entitled to take hereunder;

H. To hold any or all securities or other property constituting the trust estate in bearer form, in the name of the trustee, or in the name of some other person, partnership or corporation without disclosing any fiduciary relation, and to mingle any or all of the property constituting the trust estate in investments with other property held in other trust estates;

I. To vote in person or by proxy, general or limited, upon all stocks, bonds or other securities constituting a part of the trust estate; to unite with other owners of similar property in carrying out any plan for the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any corporation or other business entity whose securities constitute a part of the trust estate; to exchange the

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securities of any corporation or other business entity constituting a part of the trust estate for other securities; to assent to the consolidation, merger, dissolution, recapitalization, liquidation or reorganization of any such corporation or other business entity; to sell or lease the property or any portion thereof of any such corporation or other business entity to any other corporation or other business entity; to pay all assessments, expenses and sums of money for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities; and generally to exercise with respect to all stocks, bonds or other securities held by the trustee the same rights and powers as are or may be exercised by a person owning similar property in his own right;

J. To institute and defend any and all suits or legal proceedings relating to the trust estate in any court, and to compromise or submit to arbitration all matters of dispute in which the trust estate may be involved;

K. To execute and deliver any and all contracts, conveyances, transfers or other instruments, and to do any acts, including the employment of attorneys or agents, necessary or desirable in the execution of the powers herein vested in the trustee;

L. To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials and any other items of production in connection therewith; to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof; to improve,

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sell, auction or exchange crops, timber or other products thereof; to lease or enter into management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period; to employ the methods of carrying on agriculture, animal husbandry and silviculture that are in use in the vicinity of any of such real estate or that the trustee deems otherwise appropriate; to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in any manner and upon any terms and conditions; and in general to take any action in such operation of farms and woodlands;

M. To drill, explore, test, mine or otherwise exploit oil, gas and other mineral or natural resources; to engage in absorption, repressuring, and other production, processing or secondary recovery operations; to install, operate and maintain storage plants and pipelines or other transportation facilities; to engage in any of the above activities directly under such business form as the trustee may select or to contract with others for the performance of them; and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and any other instruments or agreements in connection therewith; and

N. To retain any business interest as shareholder, security holder, creditor, partner, proprietor or otherwise, even though it may constitute all or a large portion of the trust estate; to participate in the conduct of any business and take or delegate to others discretionary power to take any action with respect to its management and affairs that an individual could take as owner of the business, including

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the voting of stock and the determination of all questions of policy; to execute partnership agreements and amendments thereto; to participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of any business or any change in its nature; to invest additional capital in, subscribe to or buy additional stock or securities of, or make secured, unsecured or subordinated loans to any business with trust funds; to rely upon the reports of certified public accountants as to the operations and financial condition of any business, without independent investigation; to elect or employ, as directors, officers, employees or agents of any business, and compensate, any persons, including a trustee or a director, officer or agent of a trustee; to deal with and act for any business in any capacity, including any banking or trust capacity and the loaning of money out of the trustee's own funds, and to be compensated therefor; and to sell or liquidate any interest in any business.

4. All powers given to the trustee in this Item and elsewhere in this will are exercisable by the trustee only in a fiduciary capacity.

ITEM FIFTEEN

I nominate and appoint The First National Bank of Birmingham, (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) as executor of this my last will and testament.

The executor acting at any time hereunder shall not be required to give bond or to file an inventory or appraisal of my estate in any court, although the executor shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

P. W. A.

I hereby vest in my executor acting at any time hereunder the same full powers of management, control and disposition of my estate herein given my trustee under ITEM FOURTEEN hereof, and I direct that in the exercise of such powers my executor shall be free from the supervision and control of the probate court or any other court.

I give to my executor the following additional powers and discretions:

1. If my executor in good faith decides that there is uncertainty as to the inclusion of particular property in my gross estate for federal estate tax purposes, such property shall be excluded from my gross estate in the estate tax return. My executor shall not be liable for any loss to my estate or to any beneficiary resulting from any decision made in good faith that there is uncertainty as to the inclusion of particular property in my gross estate.

2. The decision of my executor as to the date which should be selected for the valuation of property in my gross estate for federal estate tax purposes shall be conclusive on all concerned.

3. When a choice is available as to whether certain deductions shall be taken as income tax deductions or estate tax deductions, the decision of my executor in this regard shall be conclusive on all concerned, and if same are claimed as income tax deductions, no adjustment shall be made between principal and income by reason of such decision.

4. If my executor so determines, I authorize and empower my executor to join with my wife or her executor or administrator in filing a joint federal income tax return of the income of my wife and myself for any period or periods for which such a return may be permitted. I further authorize and empower my executor to agree with my wife or her executor or administrator:

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A. As to how the burden of the liability for federal income tax, or interest thereon, arising out of the filing of a joint return by my executor and my wife or her executor or administrator shall be borne as between my estate and my wife or her estate, and

B. As to whom, as between my wife or her estate and my estate, shall be entitled

(i) to any refund or credit of any federal income tax, or interest thereon, based on the filing of a joint return by my wife and myself or by my executor and my wife or her executor or administrator,

(ii) to any refund or credit of any amount paid on account of any joint declaration of estimated federal income tax filed by my wife and myself, and of the interest on any such refund, and

(iii) to the benefit of any payment made by my wife or myself on account of any joint or separate declaration of estimated federal income tax.

5. If my executor so determines, I authorize and empower my executor to consent for federal gift tax purposes that gifts made by my wife shall be treated as having been made one-half by me and one-half by her.

The exercise by my executor of the authority and discretion hereinabove given shall not be subject to question by any person.

ITEM SIXTEEN

Whenever distribution is to be made to the "heirs" of an individual determined at a stated time, distribution shall be made to such person or persons as would be entitled to inherit the property constituting the same

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and in the proportions in which they would be entitled to inherit the same from such individual under the laws of descent and distribution of Alabama relating to real property in force at the stated time had such individual died at that time, domiciled in Alabama, intestate, unmarried and owned the same, whether the property being distributed is real, personal or mixed.

ITEM SEVENTEEN

All references in this will to "child" or "children" shall mean lawful blood descendants in the first degree of the parent designated, and references to "issue" shall mean lawful blood descendants in the first, second or any more remote degree of the ancestor designated, provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents, and shall not be considered descendants of the adopted child's natural parents, except that when a child is adopted by a spouse of one of his or her natural parents such child shall be considered a descendant of such natural parent as well as a descendant of the adopting parent.

ITEM EIGHTEEN

If my wife, Evelyn S. Clark, shall die simultaneously with me or under such circumstances as to render it impossible to determine who predeceased the other, I hereby direct that she shall be deemed to have survived me, and the provisions of this will shall be construed upon that assumption.

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IN WITNESS WHEREOF, I have executed this instrument as and for my last will and testament on this the 8th day of February, 1983.

Leigh M. Clark (SEAL)
LEIGH M. CLARK

The above and foregoing was signed and published by LEIGH M. CLARK as and for his last will and testament on the day the same bears date in our presence, and we, on said date, and at his request, and in his presence, and in the presence of each other, have hereunto affixed our names as attesting witnesses.

Mary A Terrell ADDRESS: B'ham AL

King Senior ADDRESS: B'ham, AL

E J Brown Jr ADDRESS: B'ham, AL

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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama
JEFFERSON COUNTY

I, George R. Reynolds, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument _____ of writing has _____ this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament _____ of _____ Leigh M. Clark, _____ Deceased and that said Will _____ together with the proof thereof have been recorded in my office in Judicial Record, Volume 2063 39-68, Page 2068 804-835.

In witness of all which I have hereto set my hand and the seal of the said Court, this date August 17, 1989

PROBATE - 99

George R. Reynolds Judge of Probate.

IN THE MATTER OF THE ESTATE OF

LEIGH M. CLARK,

Deceased

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

AUGUST TERM 1989

CASE NO. 130898

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came AmSouth Bank, National Association and filed a petition in writing, under oath, therewith producing and filing in this court an instrument of writing purporting to be the last will and testament of Leigh M. Clark, deceased, bearing date the 8th day of February, 1983, and attested by Mary A. Terrell, Kirby Sevier and E. T. Brown, Jr.; and praying that the same be probated as provided by law; that petitioner is AmSouth Bank, National Association, ~~not a next of kin~~, and is the widow and named in said will as execut OR thereof; and that the next of kin of said deceased are as follows, to-wit: Evelyn S. Clark, widow, Birmingham, Alabama and Jean Clark Marshall, daughter, Birmingham, Alabama,

each of whom is over twenty-one years of age, and of sound mind.

the widow and

And thereupon come/ ~~present~~ 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 ascertained by sufficient evidence that the signature S affixed to said waiver S of notice and acceptance S of service are the genuine signature S 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 Leigh M. Clark, 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, August 17, 1989.

George P. Reynolds
Judge of Probate

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

LEIGH M. CLARK

Deceased

CASE NO. 13089

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

AmSouth Bank, N.A.

Testamentary are hereby granted to

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

Witness my hand this date, August 17, 1989

Judge of Probate

I, Peggy A. Proctor, 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 still in full force and effect.

Witness my hand and seal of said Court this date,

Chief Clerk

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 of Leigh M. Clark, Deceased, together with the
Certificate to the Probate thereof, the Order On Filing And Probating Last Will
And Testament, and the Letters Testamentary and I further certify that said
Letters are still in full force and effect,

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

91 MAR 14 PM 4:10

JUDGE OF PROBATE

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

Given under my hand and seal of said Court, this

the 12th day of March, 1991

Peggy A. Proctor
Chief Clerk

1. Dead Tax	\$	
2. Mtg. Tax	\$	
3. Recording Fee	\$	85.00
4. Indexing Fee	\$	5.00
5. No Tax Fee	\$	
6. Certified Fee	\$	1.00
Total	\$	91.00

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