

Last Will and Testament of

J. HOWARD PERDUE, JR.

143538

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, J. Howard Perdue, Jr., a resident of Jefferson County, Alabama, being of sound mind and disposing memory and over the age of nineteen years, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby specifically revoking any and all wills and codicils thereto heretofore made by me.

ITEM ONE: I direct that all of my just debts, including the expenses of my last illness and funeral, be paid by my Executrix, hereinafter named, as soon after my death as is possible and she shall deem expedient.

In the event there is any indebtedness owing by me, whether secured or unsecured, which has not matured at the time of my death, then I authorize my Executrix to pay such indebtedness either in full or according to the terms and tenor of any instrument evidencing such indebtedness as my Executrix may deem best advisable under the then-existing circumstances.

ITEM TWO: All of the furniture, furnishings, household goods, silverware, china and ornaments located in my residence are the property of my wife, Dorothy Fuller Perdue, and I hereby acknowledge and confirm her ownership of all such items. All clothing, jewelry, club memberships, personal effects, automobiles and all other tangible personal property not otherwise specifically bequeathed (except cash on hand or on deposit, securities, choses in action or other intangibles), owned by me at the time of my death, I give and bequeath to my wife, Dorothy Fuller Perdue. If my wife shall not survive me, I bequeath all of the aforesaid properties to my beloved daughter, Nancy Perdue Boone.

Filed in office this 17th day of March, 1993
For Probate and Record.

Judge of Probate

143538

05/21/1993-14649
12:21 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
027 MCD 71.50

JR 12160306

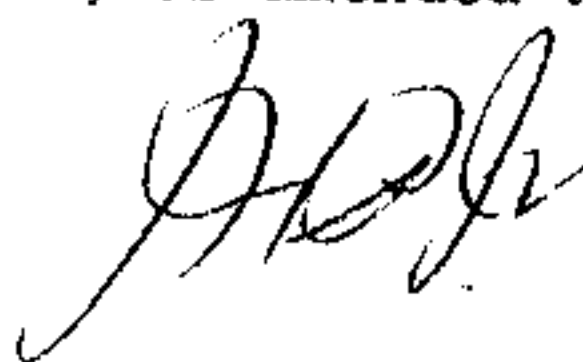
ITEM THREE: If my beloved wife, Dorothy Fuller Perdue, survives me, my Executrix shall divide all of the rest, residue and remainder of my estate into two parts, hereinafter designated as follows: "Unified Credit Shelter Family Trust" shall be known as the "Family Share" hereinafter, and shall be disposed of in Item Seven of this my Last Will and Testament; and "Marital Deduction Share" shall be referred to as the "Marital Share" hereinafter, and shall be disposed of in Item Six of this my Last Will and Testament.

The purpose of the "Unified Credit Shelter Family Trust," hereinafter referred to as the "Family Share" is to shelter the unified credit exemption equivalent. An amount equal to the then-existing exemption equivalent on the date of my death shall be allocated to the Family Share. In other words, my Executrix shall make allocations to the Family Share pursuant to the following schedule:

<u>Year of My Death</u>	<u>Unified Credit</u>	<u>Allocation to Share (Exemption Equivalent)</u>
1985	\$121,800	\$400,000
1986	155,800	500,000
1987	192,800	600,000.

For example, if I die in year 1985, my Executrix shall allocate Four Hundred Thousand Dollars (\$400,000.00) to the Family Share. Should I die, however, in year 1986, the allocation to the Family Share shall amount to Five Hundred Thousand Dollars (\$500,000.00).

The "Marital Deduction Share," hereinafter referred to as the "Marital Share," shall consist of all of the rest, residue and remainder of my property, of whatsoever kind and character and wheresoever situate. It is my intention that, if my wife survives me, my estate shall become entitled to the marital deduction provided for by the Internal Revenue Code, as amended to the



date of my death, with respect to the value of the Marital Share.

I include this Item Three in this my Last Will and Testament only to express my intent to take advantage of the unified credit, as well as the marital deduction as provided for in the Internal Revenue Code, as amended to the date of my death.

Notwithstanding this Item Three of this my Last Will and Testament, the division of my estate shall be made by my Executrix in accordance with the formula set forth in Item Four of this my Last Will and Testament.

ITEM FOUR: If my beloved wife, Dorothy Fuller Perdue, survives me, my Executrix shall divide all the rest, residue and remainder of my estate into two parts, hereinafter referred to as the "Marital Share" and the "Family Share" each ascertained as follows:

A. Marital Share: The Marital Share shall consist of an amount which, after taking into account all property passing to my wife outside of this will, by operation of law, through life insurance policies or otherwise, but only to the extent that such interests are included in determining my gross taxable estate and are allowable as a marital deduction for Federal Estate tax purposes, and all property passing to my wife pursuant to the prior provisions of this will, shall be necessary to obtain the minimum deduction necessary to eliminate any Federal Estate tax in my estate, after taking into account all other available credits, including without limitation thereto the unified credit allowed under Section 2010 of the Internal Revenue Code of 1954, as amended to the date of my death. In making the computations necessary to determine the amount of this gift and bequest, the final determination for Federal Estate tax purposes shall control whether my Executrix chooses the date of death or alternate valuation date. In the sole power and discretion of my Executrix,

2012160300

acting in a fiduciary capacity, the payment of this amount may be made wholly or partly in cash or property as selected by my Executrix; provided, however, that all such property so selected shall be valued at fair market value at the date or dates of distribution; provided further, that in exercising this power and discretion, my Executrix shall first allot to this gift and bequest the more liquid and salable assets of my estate, taking into account the necessity, however, of having sufficient liquid funds for the payment of my debts, administration expenses and taxes; further provided, that so far as is possible, there shall not be included in this gift and bequest any assets or the proceeds of any assets:

1. which do not qualify for the marital deduction for Federal Estate tax purposes; or

2. with respect to which any estate or death taxes are paid to any foreign country or any of its possessions or subdivisions; or

3. with respect to which any tax credit or deduction shall be available because it shall be subject to both Federal Estate and Federal income tax.

B. Family Share: The Family Share shall consist of the balance of my residuary estate after deducting the amount allocated to the Marital Share, plus any portion of my estate with respect to which my wife shall make a "qualified disclaimer" pursuant to Section 2518 of the Internal Revenue Code of 1954, as amended.

If my said wife does not survive me, my Alternate Executrix shall allocate my entire residuary estate to the Family Share, and it be disposed of in accordance with the provisions of Item Seven hereof.

It is my intention that, if my wife survives me, my estate

shall become entitled to the marital deduction provided for by the United States Internal Revenue Code, as amended to the date of my death, with respect to the amount included in the Marital Share pursuant to the division of my residuary estate under Item Four of this my Last Will and Testament. The Marital Share shall not include and my Executrix shall not allocate to it, if avoidable, any property with respect to which no marital deduction would be allowed under the terms of said Internal Revenue Code as so amended.

C. My Executrix, regardless of any adverse interest, shall construe all provisions of my will which may require construction in order that my estate may become and remain entitled to said marital deduction, and she is hereby authorized to adopt, agree to or acquiesce in, such construction thereof as she may from time to time deem necessary or desirable in order that such deduction may be obtained for my estate.

D. If my Executrix elects to claim as a deduction for income tax purposes any payments made out of the principal of my estate, (1) no adjustment shall be made between principal and income, (2) the value of my estate for the purposes of computing the Marital Share shall not be reduced by the amount of such payments, and (3) no part of such payments shall be chargeable against the Marital Share.

ITEM FIVE: All estate and inheritance taxes, if any, which may be assessed or imposed with respect to my estate, or any part thereof, wherever situated, whether or not passing under my will, including the taxable value of all policies of insurance on my life of which I am owner, and of all transfers, powers, rights or interests in my estate for the purposes of estate taxes, shall, if my said wife survives me, be paid out of the Family Share of my residuary estate, or, if my said wife does

Page Five.

143538

143538

2160310

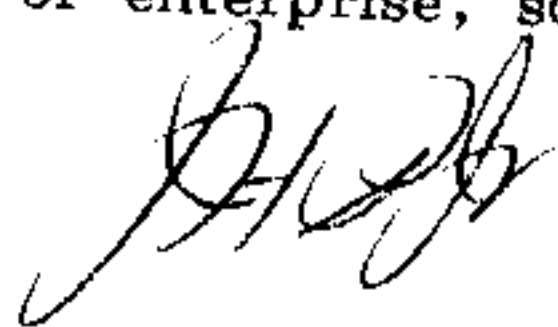
not survive me, be paid out of my residuary estate, and in either event such payment shall be made without apportionment.

ITEM SIX: To my beloved wife, Dorothy Fuller Perdue, if she shall survive me, I will, give, devise and bequeath the Marital Share to be hers absolutely after my death.

ITEM SEVEN: I will, give, devise and bequeath that portion of my residuary estate, hereinafter designated as the "Family Share" to my Trustee, hereinafter named, in trust, to be held, administered and distributed pursuant to the terms, provisions and conditions as herein provided.

My Trustee shall hold and manage said property and such other property as she may subsequently acquire, pursuant to the power and authority given to her (all of which for convenience will hereinafter be referred to as "Family Trust "Estate")), with full power to compromise, adjust and settle in her discretion any claim in favor of or against said trust estate, with full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the termination of this trust, or for a lesser period, improve, encumber, borrow on the security of or otherwise dispose of, all or any portion of said trust estate, in such manner and upon such terms and conditions as said Trustee may approve, and will full power to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds or other property, real or personal, as to said Trustee may seem suitable, and to change investments and to make new investments from time to time as to her may deem necessary or desirable. My Trustee may continue to hold any property or securities originally received by her as a part of said trust estate, particularly including any stock or interest in any family corporation, partnership or enterprise, so

Page Six.



143538

212160311

143538

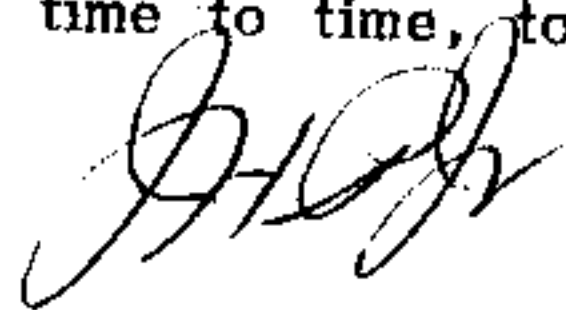
long as she shall consider the retention thereof for the best interests of said trust estate, regardless of whether such property or securities are a so-called "legal" investment of trust funds. In disposition of my property constituting a part of said trust estate, my Trustee may acquire other property which is not a so-called "legal" investment of trust funds, where such course is in her opinion for the best interests of said trust estate. My Trustee shall have power to determine whether any money or property coming into her hands shall be treated as a part of the principal of said trust estate, or a part of the income therefrom, and to apportion between such principal and income any loss or expenditure in connection with said trust estate as to her may seem just and equitable.

If my wife, Dorothy Fuller Perdue, shall survive me, the Trustee shall pay to her or apply for the benefit and use of my said wife during her lifetime the entire net income from the trust created by this Family Trust Share in convenient installments, but at least annually, and if practicable, in monthly or quarterly installments.

During the term of this trust, my Trustee may pay, transfer or assign income in any one or more of the following ways: (a) directly to my wife in such amounts as she may deem advisable as an allowance; (b) to the guardian of the person or of the property of my wife; (c) to a relative of my wife upon the agreement of such relative to expend such income solely for her benefit; (d) by expending such income directly for the health, maintenance and welfare of my wife to any person or organization furnishing services, facilities or goods to my wife, Dorothy Fuller Perdue.

I hereby authorize and empower my Trustee in her sole and absolute discretion, at any time and from time to time, to

Page Seven.



143538

143538

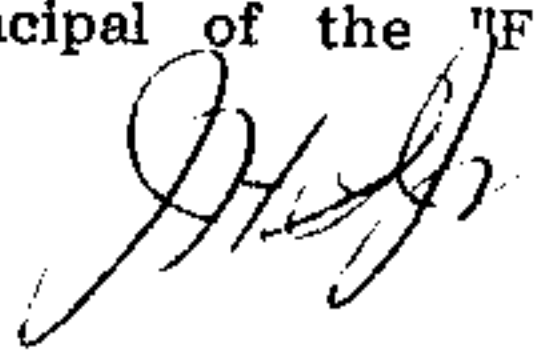
JR 1216 6312

disburse from the principal of the trust estate created under this Item (even to the point of completely exhausting same), such amounts as she may deem advisable to provide adequately and properly for the care, support and maintenance of my wife, including but not by way of limitation, expenses incurred by reason of illness, disability and support and maintenance. In determining the amounts of principal to be so disbursed, my Trustee shall take into consideration any other principal, income or property which my wife may have from any other source, and my Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, my Trustee shall have full acquittance.

Anything in this Item to the contrary notwithstanding, the Trustee shall also pay to or apply for the benefit of my beloved daughter, Nancy Perdue Boone, during the lifetime of my said wife such sums out of the principal of the trust as my Trustee in her discretion may determine to be reasonably necessary and advisable to provide adequately and properly for the general health of my daughter, Nancy Perdue Boone, including but not by way of limitation, medical expenses for doctors, medicines, prescriptions, hospitals, institutions or other medical related expenses incurred by reason of illness or disability. The following is a statement of my general intention as to a guide to my Trustee in implementing the provisions of this Item Seven of this my Last Will and Testament.

First it is my desire that my wife shall have sufficient funds, taking into consideration her income and principal from other sources, for her reasonable support and maintenance; and second, it is my desire that my daughter, Nancy Perdue Boone, shall have sufficient funds from the principal of the "Family

Page Eight.



143538

143538

JR 1216 PM 313

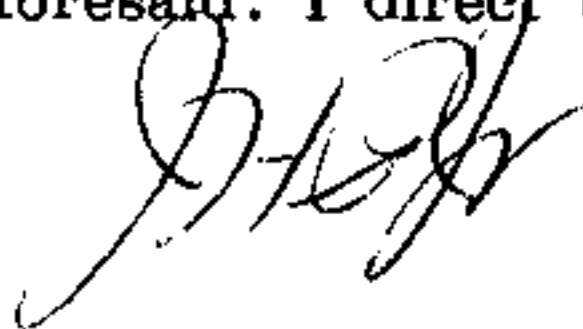
Share" trust to pay those medical and/or hospital expenses which are described hereinabove.

Upon my death or upon the death of my wife, if she shall survive me, this Family Share Trust, as it shall then exist, shall terminate. In such event, my Trustee shall thereupon transfer and pay over the principal, accumulated interest and other property, both real and personal, then constituting said trust estate to my beloved daughter, Nancy Perdue Boone, to be hers absolutely and free of trust.

In the event my daughter, Nancy Perdue Boone, predeceases me, or in the event she and I die as a result of a common accident or under such circumstances creating any doubt as to which of us survives the other, then I hereby give, devise and bequeath the share of my estate to which my said daughter would have been entitled, if living, to my beloved grandchildren, Julie Perdue Boone and Patrick Hodges Boone, Jr., in equal shares, per stirpes.

Should either or both of my said grandchildren be under the age of thirty-five (35) years at such time, then I hereby direct that my Second Alternate Executor deliver all of the said property to my Alternate Trustee, hereinafter named. My Alternate Trustee shall divide my said property into two (2), different and equal parts designated as Share "J" and Share "P". Each of said shares shall consist of exactly fifty percent (50%) of the property which my daughter, Nancy Perdue Boone, would have been entitled to, if living. In such event, I direct that my Alternate Trustee shall hold Share "J" in trust for the use and benefit of my granddaughter, Julie Perdue Boone. My Alternate Trustee shall hold Share "P" in trust for the use and benefit of my grandson, Patrick Hodges Boone, Jr. Share "J" and Share "P" shall constitute two separate trusts as aforesaid. I direct that my

Page Nine.



143538

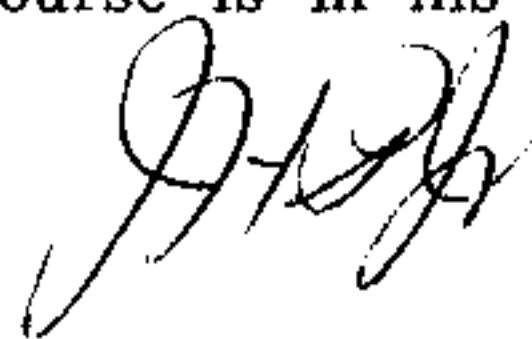
143538

JR 1216 PG 314

Alternate Trustee shall hold Shares "J" and "P" to be administered by him in accordance with the terms, provisions and conditions as provided herein.

My Alternate Trustee shall hold and manage said property and such other property as he may subsequently acquire, pursuant to the power and authority given to him (all of which for convenience will hereinafter be referred to as Share "J" and Share "P"), with full power to compromise, adjust and settle in his discretion any claim in favor of or against said trust estates with full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the termination of this trust, or for a lesser period, improve, borrow on the security of or otherwise dispose of all or any portion of said trust estates, in such manner and upon such terms and conditions as said Alternate Trustee may approve, and with full power to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds or other property, real or personal, as to said Alternate Trustee may seem suitable, and to change investments and to make new investments from time to time as to him may deem necessary or desirable. My Alternate Trustee may continue to hold any property or securities originally received by him as a part of said trust estate, particularly including any stock or interest in any family corporation, partnership or enterprise, so long as he shall consider the retention thereof for the best interests of said trust estate, regardless of whether such property or securities are a so-called "legal" investment of trust funds. In disposition of my property constituting a part of said trust, my Alternate Trustee may acquire other property which is not a so-called "legal" investment of trust funds, where such course is in his opinion

Page Ten.



143538

143538

JR1216P6315

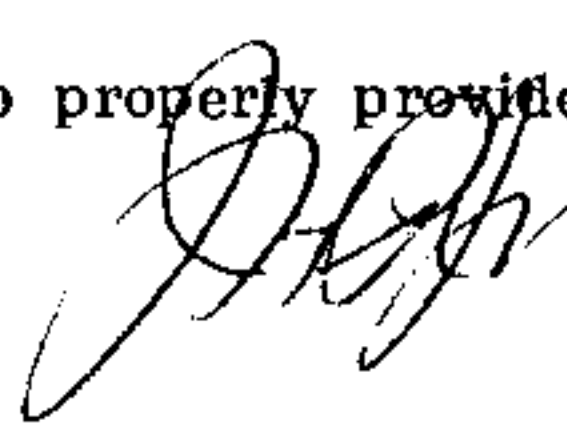
for the best interests of said trust estate. My Alternate Trustee shall have power to determine whether any money or property coming into his hands shall be treated as a part of the principal of said trust estate, or a part of the income therefrom, and to apportion between such principal and income any loss or expenditure in connection with said trust estates as to him may seem just and equitable.

My Alternate Trustee shall hold Share "J" in trust for the use and benefit of my beloved granddaughter, Julie Perdue Boone, for and during the continuation of said trust pursuant to all powers and duties hereunto granted to the said Alternate Trustee.

My Alternate Trustee shall collect and receive the net income derived from the investment of Share "J". During the continuation of the trust for the use and benefit of my granddaughter, Julie Perdue Boone, my said Alternate Trustee shall make transfer, distribution and payment of the principal and interest at the following times and subject to the terms and provisions as follows:

A. Until my granddaughter, Julie Perdue Boone, shall reach the age of thirty-five (35) years, the Alternate Trustee shall from time to time use, apply, pay over or expend for the benefit of my said granddaughter, so much of the net income and/or principal of the trust estate as the Alternate Trustee, in his sole discretion, deems reasonably necessary to provide for the health care and medical expenses for doctors, medicines, prescriptions, hospitals, institutions and other medically related expenses of said Julie Perdue Boone. Any part of the net income not so used shall be accumulated and added to, invested and thereafter treated as a part of the principal of said child's trust. Should the net income be insufficient to properly provide for the

Page Eleven.



143538

143538

812460316

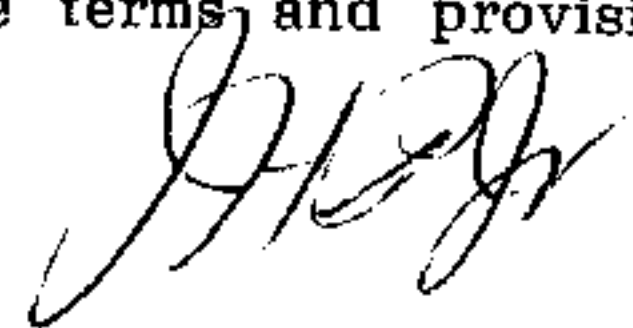
JR 1216 PG 317

health care of my said granddaughter as aforesaid, then in such event my Alternate Trustee shall have the uncontrolled discretion to invade the principal of the trust estate to make such payments (even to the point of completely exhausting the same). In determining the amounts of principal to be so disbursed, my Alternate Trustee shall take into consideration any other income or property which may said granddaughter may have from any other source and my Alternate Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, my Alternate Trustee shall have full acquittance.

B. When my granddaughter, Julie Perdue Boone, attains the age of thirty-five (35) years, my Alternate Trustee shall pay over, deliver, assign, transfer or convey to such child, discharged and free of trust, the entire remaining balance of the principal and accrued interest of the trust estate for her benefit. The trust shall terminate on January 30, 2003, which is the thirty-fifth (35th) birthday of my beloved granddaughter, Julie Perdue Boone.

My Alternate Trustee shall hold Share "P" in trust for the use and benefit of my beloved grandson, Patrick Hodges Boone, Jr., for and during the continuation of said trust pursuant to all powers and duties hereunto granted to the said Alternate Trustee.

My Alternate Trustee shall collect and receive the net income derived from the investment of Share "P". During the continuation of the trust for the use and benefit of my grandson, Patrick Hodges Boone, Jr., my said Alternate Trustee shall make transfer, distribution and payment of the principal and interest at the following times and subject to the terms and provisions as follows:



8121606318

C. Until my grandson, Patrick Hodges Boone, Jr., shall reach the age of thirty-five (35) years, the Alternate Trustee shall from time to time use, apply, pay over or expend for the benefit of my said grandson, Patrick Hodges Boone, Jr., so much of the net income and/or principal of the trust estate as the Alternate Trustee, in his sole discretion, deems reasonably necessary to provide for the health care and medical expenses for doctors, medicines, prescriptions, hospitals, institutions and other medically related expenses of said Patrick Hodges Boone, Jr. Any part of the net income not so used shall be accumulated and added to, invested and thereafter treated as a part of the principal of said child's trust. Should the net income be insufficient to properly provide for the health care of my said grandson as aforesaid, then in such event my Alternate Trustee shall have the uncontrolled discretion to invade the principal of the trust estate to make such payments (even to the point of completely exhausting the same). In determining the amounts of principal to be so disbursed, my Alternate Trustee shall take into consideration any other income or property which my said grandson may have from any other source and my Alternate Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, my Alternate Trustee shall have full acquittance.

D. When my grandson, Patrick Hodges Boone, Jr., attains the age of thirty-five (35) years, my Alternate Trustee shall pay over, deliver, assign, transfer or convey to such child, discharged and free of trust, the entire remaining balance of the principal and accrued interest of the trust estate for his benefit. The trust shall terminate on March 8, 2005, which is the thirty-fifth (35th) birthday of my beloved grandson, Patrick Hodges Boone, Jr.

JR 1216 PG 319

E. If any grandchild shall die, after a separate trust fund has been set apart for his or her benefit under this Item, and before the principal of his or her fund has been distributed to him or her in fee; then in such event my Alternate Trustee shall distribute his or her trust fund (or the remainder thereof then held in trust) per stirpes and in fee unto his or her then-living issue, if any, and if none, then unto my living issue, per stirpes and in fee.

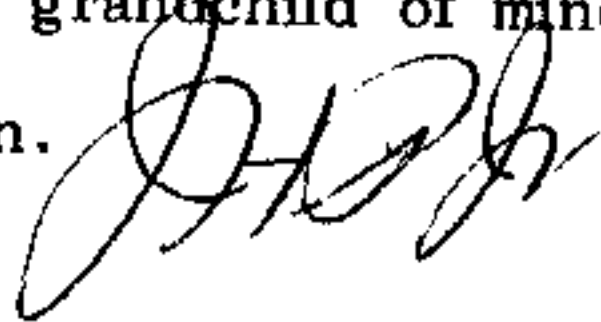
F. If all of my descendants shall die prior to the complete distribution of all the trusts herein created, then upon the happening of such event, all assets held by my Alternate Trustee shall be distributed in accordance with the laws of descent and distribution then in effect in the State of Alabama.

G. Each trust under this will shall in any event terminate twenty-one (21) years after the death of the last survivor of such of the beneficiaries thereunder as shall be living at the time of my death, and thereupon the property held in that trust shall be distributed, discharged of trust, to the persons then entitled to the income.

ITEM EIGHT: If under the terms of this my Last Will and Testament, my said grandchildren, Julie Perdue Boone and Patrick Hodges Boone, Jr., should inherit my estate and if at the time of the distribution of such estate any of them are under the age of twenty-one (21) years, then I hereby nominate and appoint son-in-law, Patrick H. Boone, as testamentary guardian of and Trustee for said children. I do hereby specifically exempt him from giving any bond or bonds whatsoever in connection with his appointment as such guardian and in connection with his acts and doings as such guardian, any and all bonds being hereby specifically included and waived.

ITEM NINE: In the event any grandchild of mine entitled

Page Fourteen.



143538

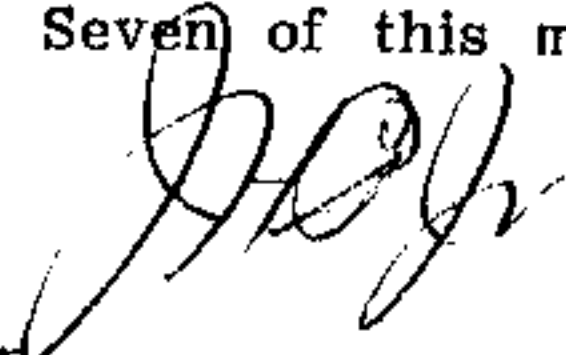
143538

to share in the distribution of my estate should file any contest of this will or otherwise file any legal proceedings denying the validity of any of the terms and provisions of this will, then any share of my estate which would go to such grandchild filing such contest or objecting to such validity shall be forfeited and any share of my estate which would go to such grandchild under the terms and provisions of this will shall be distributed to any other distributees named in this will, share and share alike, according to all the other terms and provisions of this will.

ITEM TEN: In the event my wife, Dorothy Fuller Perdue, and I should die simultaneously as a result of a common accident or disaster, or under such circumstances creating any doubt as to which of us survives the other, I direct that my wife shall be deemed to have survived me for the purposes of this will, and I direct further that the provisions of this will shall be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

ITEM ELEVEN: In the event my wife, Dorothy Fuller Perdue, should predecease me, then I give, devise and bequeath all of the said rest, residue and remainder of my estate to my beloved daughter, Nancy Perdue Boone. In such event, division and distribution shall be made in accordance with Item Seven hereof.

In the event my said daughter, Nancy Perdue Boone, should not survive me, then in such event, I will, give and devise the share to which such deceased child would have been entitled, if living, to such child's lineal descendants, Julie Perdue Boone and Patrick Hodges Boone, Jr., share and share alike, per stirpes, all in accordance with Item Seven of this my Last Will and Testament.


Page Fifteen.

142538

142538

2012160320

ITEM TWELVE: Without limitation of the powers conferred by statute of general rules of law, my Trustee shall have the following powers and authorities in addition to others now or hereafter conferred by law, with respect to the property contained in my trust estate defined in Item Seven of this my Last Will and Testament:

1. To allot to the trust created hereunder an undivided interest in any property transferred hereunder; to make joint investments for such trust; to make any division or distribution in kind, or partly in kind and partly in money; and to determine the value of any property so allotted, divided or distributed;

2. To hold and continue to hold as an investment the property received hereunder, and any additional property which may be received by her, so long as she deems proper, and to invest and reinvest in any securities or property, whether or not income-producing, deemed by her to be for the best interest of the trust and the beneficiaries hereunder, without being limited to trusts or chancery investments or so-called "legal" investments provided by law, and notwithstanding that the same may constitute leaseholds, royalty interest, patents, interests in mines, oil and gaswells or timber lands or other wasting assets, and without any responsibility for any depreciation or loss by or on account of such investments, and without regard for normal requirements of diversification;

3. To rent or lease any property of the trust for such time (including any lease for a period extending beyond the term of the trust) not exceeding ninety-nine (99) years, and upon such terms and for such rental or prices as in her discretion and judgment may seem just and proper for the best interest of the trust and the beneficiaries hereunder;



JR 1216 PG 322

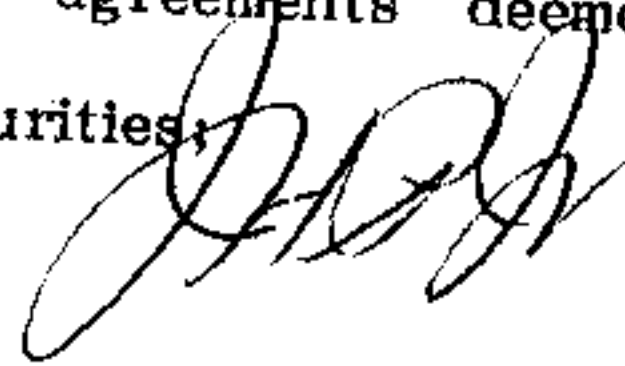
4. To sell, transfer, assign and convey any of the property of the trust or any interest therein, or to exchange the same for other property, in a public or private sale or transaction, for such price or prices and upon such terms and conditions as in her discretion and judgment may be deemed for the best interest of the trust and the beneficiaries hereunder, and to execute and deliver any deeds or conveyances (with or without warranty), receipts, releases, contracts or other instruments necessary in connection therewith;

5. To subdivide and develop real estate; to partition, vacate and abandon real estate; to adjust the boundaries of any real estate; to grant easements, servitudes, right-of-ways, licenses and other interests in real estate; to dedicate real estate for any purpose in connection with the development of any real estate and to change the use of any real estate to residential, commercial, recreational, cemetery or other usage;

6. To make all repairs and improvements at any time deemed necessary and proper to and upon real estate, and to build, construct and complete any building or buildings upon such property which in her discretion and judgment may be deemed advisable and proper and for the best interests of the trust and the beneficiaries hereunder; to demolish and remove any buildings or other improvements on any real estate;

7. To deduct, retain, expend and pay out of any money belonging to the trust any and all necessary and proper expenses in connection with the operation and conduct of the trust and to pay all taxes, insurance premiums and other legal assessments, debts, claims or charges which at any time may be due and owing by, or which may exist against, the trust;

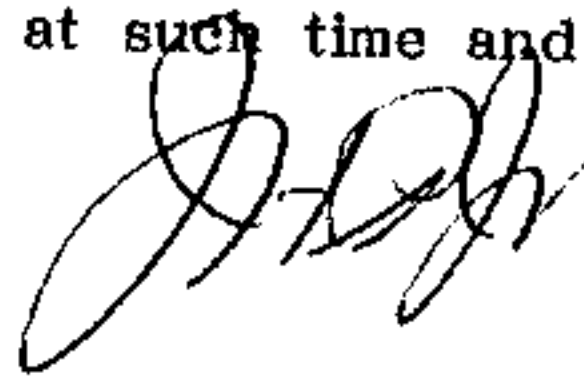
8. To vote upon all securities belonging to the trust, and to become a party to any stockholder's agreements deemed advisable by her in connection with such securities;



9. To consent to the reorganization, consolidation, merger, liquidation, readjustment of or other change in any corporation, company or association, or to the sale, mortgage or lease of the property thereof or any part thereof, any of the securities or other property of which may at the time be held by her hereunder and to do any act or exercise any power with reference thereto that may be legally exercised by any persons owning similar property in her own right, including the exercise of conversion, subscription, purchase or other options, the deposit, surrender or exchange of securities, the entrance into voting trusts and the making of agreements or subscriptions which she may deem necessary or desirable in connection therewith, all without applying to any court for permission so to do, and to hold and redeem or sell or otherwise dispose of any securities or other property which she may so acquire;

10. To vote any corporate securities held hereunder in person or by special, limited or general proxy, with or without power of subrogation or to refrain from voting;

11. To continue any business (whether in the form of a sole proprietorship, partnership, corporation or otherwise) for such time and under such management and conditions as in the discretion of my Trustee may deem expedient; to contribute capital to such business; to expend or alter such business; to incorporate, reorganize, merge or consolidate such business; to amend the charter or name of such business; to appoint directors and employ officers, managers, employees or agents; to compensate and offer stock options and other employee or fringe benefits to the employees of such business (including the establishment or operation of employee retirement plans, profit-sharing plans, pension plans and employee stock ownership plans); and to liquidate and dissolve any such business at such time and upon



JA 12160329

such terms and conditions as in the judgment of my Trustee is for the best interest of the trust and the beneficiaries hereunder;

12. To cause any security or other property which may at any time constitute a portion of the trust to be issued, held or registered in her individual name or in the name of the nominee or in such form that title will pass by delivery;

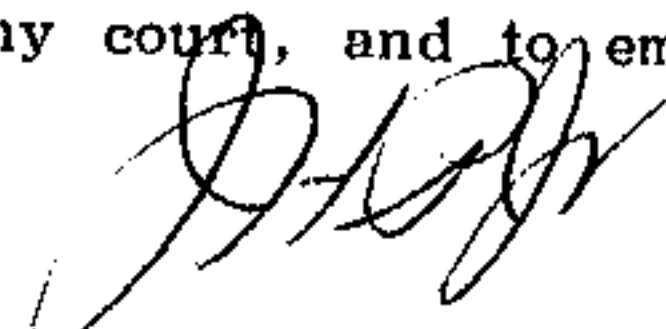
13. To appoint, employ, remove and compensate such accountants, attorneys, agents, investment advisors, consultants and representatives, individual or corporate, as my Trustee deems necessary or desirable for the administration of the trust and to treat as an expense of the trust any compensation so paid;

14. To act hereunder through an agent or attorney-in-fact (including without limitation, a bank or the trust department of a bank as an agent or custodian for the Trustee), by and under power of attorney or other instrument duly executed by my Trustee in carrying out any of the powers and duties herein authorized;

15. To borrow money for any purposes of the trust, or incidental to the administration thereof, upon her bond or promissory note as Trustee, and to secure the repayment thereof by mortgaging, creating a security interest in, or pledging or otherwise encumbering any part or all of the property of the trust, and with respect to the purchase of any property, as part of the consideration given therefor, to assume a liability of the transferor or to acquire such property subject to a liability;

16. To lend money to any person or persons upon such terms and in such manner and with such security as the Trustee may deem advisable for the best interest of the trust and beneficiaries hereunder;

17. To institute and defend any and all suits or legal proceedings relating to the trust in any court, and to employ



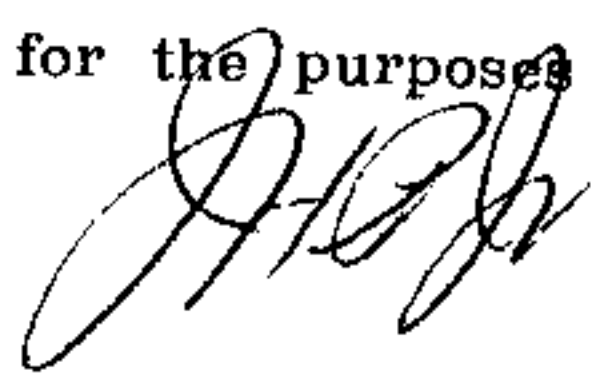
JR 1216 PG 324

counsel and to compromise or submit to arbitration all matters of dispute in which the trust may be involved as in the judgment of the Trustee may be necessary or proper; to compromise, settle, arbitrate or defend any claim or demand in favor of or against the trust; to enforce any bonds, mortgages, security agreements, or other obligations or liens held hereunder; and to enter upon such contracts and agreements and to make such compromises or settlements of debts, claims or controversies as the Trustee may deem necessary or desirable;

18. To foreclose mortgages and to bid in any property under foreclosure or to acquire mortgaged property in any other manner and for such consideration as the Trustee may determine;

19. To acquire as an asset of the trust a life insurance policy on the life of any person to whom the income of the trust is payable, or on the life of any person in whom such income beneficiary has an insurable interest, from such companies and in such amounts as the Trustee may deem advisable; to pay premiums on all such insurance policies; and all such insurance shall be payable to, and all incidents of ownership vested in the Trustee for the trust;

20. To open and maintain one or more bank, custodian or other accounts in any bank or trust company, and to deposit to the credit of such account or accounts all of the funds belonging to the trust which may at the time be in the possession of the Trustee; from time to time to withdraw a portion or all of said funds so deposited by check signed by the Trustee, and any such bank or trust company is hereby authorized to pay such checks and also to receive the same for deposit, to the credit of any holder thereof who so signed or endorsed; to delegate to any one or more of her proper agents the right to sign checks against the aforementioned account or accounts for the purposes of the



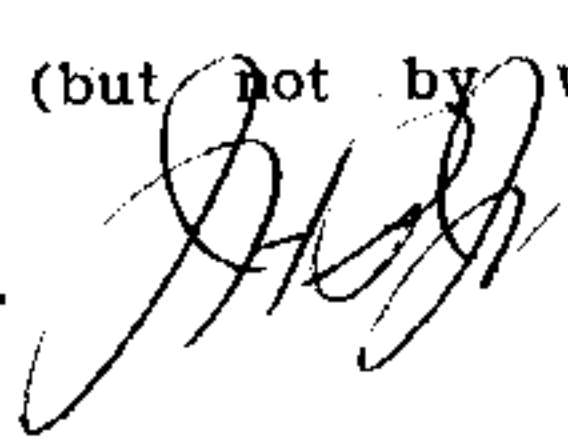
trust, and any bank or trust company in which said account or accounts are maintained is hereby authorized and directed to pay such checks; provided, however, that prior thereto such delegation is evidenced by an appropriate instrument in writing deposited with the said bank or trust company by the Trustee;

21. To do all other acts which in the Trustee's judgment is necessary or desirable, for the proper and advantageous management, investment and distribution of the trust;

22. In any contract or agreement made by the Trustee on behalf of any trusts created herein, the Trustee may and is hereby authorized to stipulate and provide against personal liability and all rights created under and by virtue of such contracts or agreements shall belong to the trust for which the same is made and the obligations thereunder shall be the obligations of such trust;

23. To make, execute and deliver deeds, leases, mortgages, conveyances, options, receipts, releases, satisfactions and other quitclaims or disclaimers of liability, contracts, voting trusts, stock purchase agreements, buy-sell agreements, stock redemption agreements or other instruments, sealed or unsealed, to any person or corporation with respect to the property of the trust, or with reference to any matter involved in the administration thereof, or for the accomplishment of any of the powers vested in the Trustee all of the foregoing upon such terms, provisions and conditions existing within or beyond the duration of the trust created hereunder, as to the Trustee shall seem reasonable; to create reserves for depreciation, depletion or such other purposes to the extent the Trustee deems necessary or desirable;

24. To incur and pay the ordinary and necessary expenses of administration, including (but not by way of



JR 1216 PG 326

limitation) reasonable attorney's fees, accountant's fees, investment counsel fees, agent's fees, custodian's fees and the like;

25. To invest all or any part of any of the trust estate in any common trust fund at any time maintained by any bank or trust company; and

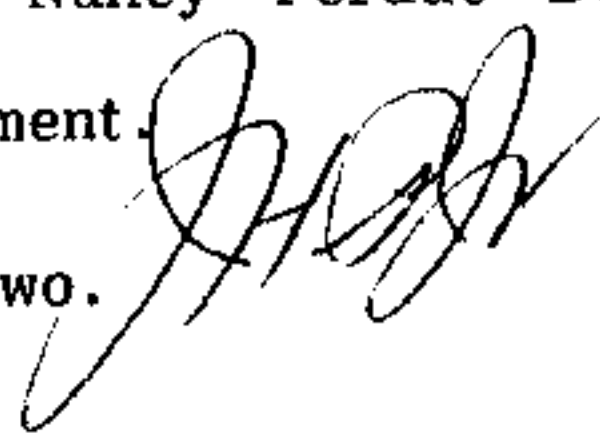
26. To transfer the situs of the trust estate to such other place as in her opinion shall be for the best interests of the trust estate and of the several beneficiaries hereunder.

The powers herein granted to the Trustee may be exercised in whole or in part, from time to time, and shall be deemed to be supplementary to and not exclusive of the general powers of Trustee pursuant to law, and shall include all powers necessary to carry the same into effect.

ITEM THIRTEEN: I hereby designate and appoint my beloved daughter, Nancy Perdue Boone, as Trustee herein. I direct that my said Trustee shall not be required to give bond or to file any inventory or appraisal of the trust in any court, though she shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I direct that my Trustee shall be free from the control and supervision of any court.

In the event that my said daughter, Nancy Perdue Boone, should predecease me, or should fail or refuse to qualify as such Trustee or having qualified should for any reason whatsoever cease to act as such Trustee, then I designate and appoint my son-in-law, Patrick H. Boone, as Alternate Trustee in place of Nancy Perdue Boone. I hereby give and grant unto him the same rights, powers and exemptions as such Alternate Trustee as are hereinabove given to my daughter, Nancy Perdue Boone, as Trustee of this my Last Will and Testament.

Page Twenty-Two.



143538

143538

JR1216PG329

ITEM FOURTEEN: To the extent permitted by law, the interest of any beneficiary in principal or income of any trust under this will shall not be subject to assignment, alienation, pledge, attachment or to the claims of creditors of such beneficiary.

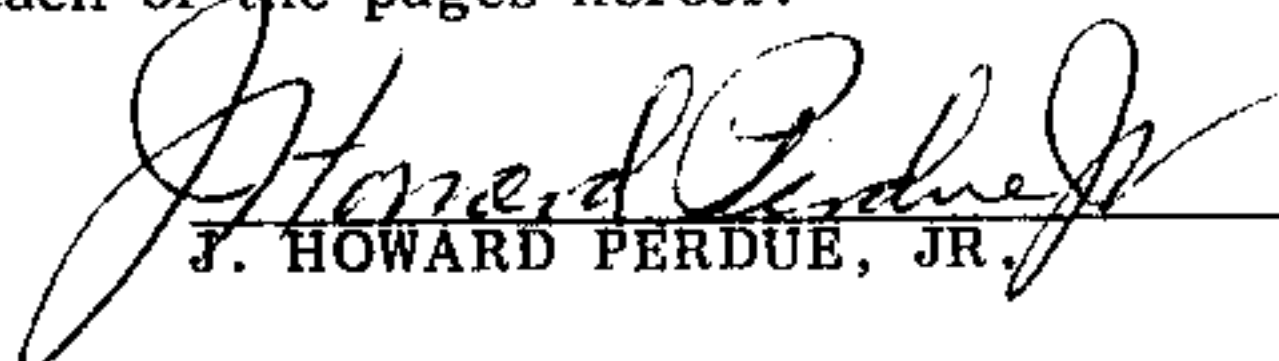
ITEM FIFTEEN: I hereby nominate and appoint my wife, Dorothy Fuller Perdue, as Executrix of this my Last Will and Testament. I direct that my Executrix shall not be required to give any bond or to file any inventory or appraisement of my estate in any court. During the administration of my estate, I hereby vest in my said Executrix full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate, or for a less period, improve, borrow on the security of, encumber or otherwise dispose of, all or any part of my estate in such manner and upon such terms and conditions as my Executrix may approve, and to invest and reinvest my estate and the proceeds of sale of any portion thereof in such loans, stocks, bonds or other securities, mortgages, common trust funds or other property, as she may consider suitable, whether or not a so-called "legal" investment of trust funds, and to change investments and to make new investments from time to time as to her may seem necessary or desirable. My said Executrix shall be free from the control and supervision of the Probate Court, or any other court, in the exercise of the foregoing provisions.

In the event my wife, Dorothy Fuller Perdue, should fail or refuse to act as such Executrix, or having qualified should for any reason cease to act as such for any reason, then I hereby nominate and appoint my daughter, Nancy Perdue Boone, as Alternate Executrix of this my Last Will and Testament. I do hereby give and grant unto her the same rights, powers and

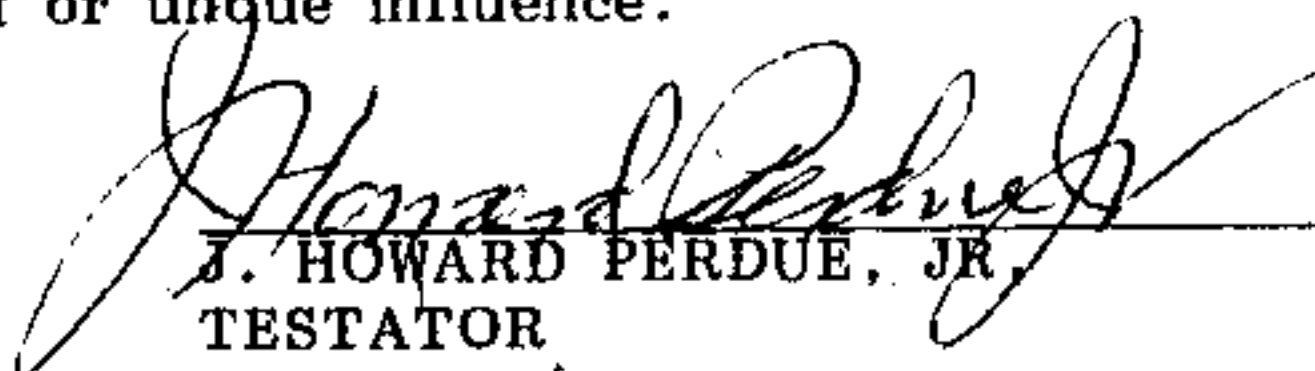
exemptions as are specified above to be had and enjoyed by my wife, Dorothy Fuller Perdue, as Executrix of this my Last Will and Testament.

In the event my daughter, Nancy Perdue Boone, should fail or refuse to qualify as such Alternate Executrix, or having qualified should for any reason cease to act as such, then I hereby nominate and and appoint my son-in-law, Patrick H. Boone, as Second Alternate Executor of this my Last Will and Testament. I do hereby give and grant unto him the same rights, powers and exemptions as are specified above to be had and enjoyed by my wife, Dorothy Fuller Perdue, as Executrix of this my Last Will and Testament.

IN WITNESS WHEREOF, I, the said J. Howard Perdue, Jr., do hereunto set my hand and seal, to this my Last Will and Testament (containing in all twenty-five (25) pages) on this the 14th day of March, 1986; and I also affix my initials on the bottom margin of each of the pages hereof.

 (SEAL)
J. HOWARD PERDUE, JR.

I, J. Howard Perdue, Jr., the testator, sign my name to this instrument, this the 14th day of March, 1986, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament; that I sign it willingly; that I execute it as my free and voluntary act for the purposes therein expressed; and that I am nineteen years of age, or older, of sound mind and under no contraint or undue influence.


J. HOWARD PERDUE, JR.
TESTATOR

We, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his Last Will and Testament; that he signs it willingly; that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the testator's signing; and that to the best of our knowledge, the testator is nineteen years of age or older, of sound mind and under no constraint or undue influence.

By J. L. Lamber
By M. Johnson, Jr.
Gail B. Rickard

STATE OF ALABAMA)
JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me by J. Howard Perdue, Jr., the testator, and subscribed and sworn to before me by the above named witnesses, on this the 14th day of March, 1986.

Glenn H. Borne
Notary Public

SEAL

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 _____ J. Howard Perdue, Jr. _____ Deceased and that said Will _____ together with the proof thereof have been recorded in my office in Judicial Record, Volume 1216, Page 306-331.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date March 17, 1993.

PROBATE — 98

George R. Reynolds, Judge of Probate.

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 _____

THE LAST WILL AND TESTAMENT OF J. HOWARD PERDUE, JR., DECEASED, TOGETHER WITH

THE CERTIFICATE TO THE PROBATE THEREOF,

Inst # 1993-14649

05/21/1993-14649
12:21 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
027 MCD 71.50

~~XXXXXXXXXXXX~~

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

Given under my hand and seal of said Court, this

the 17th day of May, 19 93

Peggy A. Proctor

Chief Clerk