

AUTHENTICATION OF RECORD

THE STATE OF ALABAMA,
MONTGOMERY COUNTY.

} IN PROBATE COURT.

I, the undersigned, Walker Hobbie, Jr., Presiding Judge and ex-officio Clerk of the Probate Court, within and for the County of Montgomery and State of Alabama, the same being a Court of Record and having a Seal, and I being by law the Clerk thereof, do, as such Clerk, hereby certify and attest that I am duly commissioned and qualified as Judge of said Probate Court, and am now the Presiding Judge thereof. And I further certify that the foregoing is a true and accurate copy of the

Last Will and Testament of Alfred P. Thomasson, deceased, as
fully and completely as the same appears of record in this office
and that said will has been duly proved and admitted to probate
on the 6th day of January, 1994, and recorded with the proof
thereof in this office in Book 311 of Judicial Records at pages
475-514;

as the same appears on file and of record upon the Records of said Court; the same having been
by me carefully compared with reference thereto;

And I, as Presiding Judge of said Court, do hereby further certify that at the date of this certificate, I am by law of said State of Alabama ex-officio Clerk of said Probate Court, and keeper of its seal, and have custody of its files and records, and am duly authorized to certify as aforesaid, and that the foregoing exemplification of record is duly authenticated, and that attestation is in due form of law.

IN TESTIMONY WHEREOF, I have hereunto set my hand as
Presiding Judge and Clerk aforesaid and affixed the seal of
said Probate Court at Montgomery, Alabama, this 19th
day of January, A.D., 1994.

Walker Hobbie, Jr.
Presiding Judge and Ex-Officio Clerk of Probate Court.
02/08/1994-04236
11:46 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
041 NJS 100.50

Inst # 1994-04236

LAST WILL AND TESTAMENT

OF

ALFRED P. THOMASSON

#27926

KNOW ALL MEN BY THESE PRESENTS, that I, ALFRED P. THOMASSON, also known as A. P. Thomasson, a resident citizen of Montgomery County, Alabama, being over the age of twenty-one (21) years and of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other wills, codicils and testamentary instruments by me at any time heretofore made.

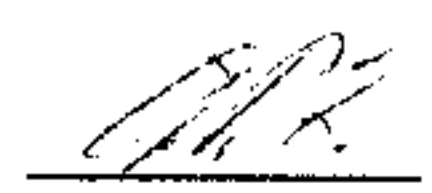
ITEM ONE

1. With respect to my tangible personal property owned by me at my death, it is my present intention to leave in a safe-deposit box of mine or other place of safe keeping known to my Executors, at the time of my death and for the direction and information of my Executors, a list or lists prepared by me and dated and signed and/or initialed for identification by me stating or indicating particular articles or items of my tangible personal property that are to be delivered by my Executors to certain named persons as stated in the list or lists, as bequests of mine. In the event any such lists are in fact made by me and are found, it is my desire and direction that my Executor use such list or lists and make the deliveries of the articles or items of my tangible personal property to the persons indicated in said list or lists, and such list or lists shall have the same effect as a bequest from me to the listed beneficiaries as if such list or lists were set forth in full in this Will. I do not contemplate having inconsistent lists made at different dates, but in the event I leave more than one list and in the further event there are any inconsistencies between such lists as to any particular items (e.g., where



one list designates a particular item for one donee and another list designates the same item for a different donee), my Executor is directed to comply with the directions contained in the latest-dated of such lists with respect to the particular item involved, and, to that extent, the direction contained in the earlier-dated of such lists shall be deemed to have been superseded. If a list is undated but otherwise signed by me, it shall be deemed to be the earliest-executed list where there are also dated lists. In the event within 60 days after my death no such lists are located by my Executors or any agent of my Executors after a good faith search of my safety deposit boxes therefor, then all of my tangible personal property shall be disposed of as is provided in paragraph 2 of this ITEM ONE. In addition, any and all other items of my tangible personal property not specifically directed to be delivered to specified named persons on any such list shall be disposed of as provided in paragraph 2 of this ITEM ONE. The fact that I included an item in a list shall not prevent me from subsequently, prior to my death, disposing of it or giving it and delivering it to a different person.

2. If my wife, ISABELLE BUSH THOMASSON, survives me by sixty (60) days, I give and bequeath absolutely unto my said wife, in fee simple, all tangible personal property which is (i) owned by me at my death and (ii) at the date of my death physically located in the State of Alabama, excepting therefrom only such items located in Alabama as may be contained in a list or lists pursuant to paragraph 1 of this ITEM ONE and designated therein for delivery to some person other than my said wife (the foregoing items of tangible personal property described in this sentence and not excepted therefrom being hereafter referred to as my "Alabama personality."). I give and bequeath absolutely unto my two children, BURGESS ALFRED THOMASSON and ALBERT F. THOMASSON, or to the survivor of them, in fee simple and in as nearly



equal shares as may be practicable, having due regard for their personal preferences, all items of tangible personal property owned by me at my death excepting only (i) such items as may be contained in a list or lists pursuant to paragraph 1 of this ITEM ONE and either designated therein for delivery to a particular child of mine or to a person other than a child of mine and (ii) my Alabama personalty (as defined in the preceding sentence), if my said wife shall survive me by sixty (60) days as aforesaid. As used in this ITEM ONE, the term "tangible personal property" shall include wearing apparel, jewelry, sports equipment, articles of personal or household use or ornament, furniture, household furnishings and personally-owned office furnishings, books and manuscripts and letters, pictures, portraits and works of art, silver and silverware, stamp, coin and other collections, automobiles and vehicles and boats and their respective equipment, and all policies of insurance on such tangible personal property, but shall not include money, securities, chose in action and other intangibles, and also shall not include any household furnishings already owned by my said wife. If my said wife shall not survive me by sixty (60) days, then I give and bequeath absolutely all items of my personalty included in the foregoing descriptions of this paragraph 2 of ITEM ONE to my children who survive me, to be divided among them by my Executors in as nearly equal portions as may be practicable, share and share alike, having due regard for the personal preferences of my said children. In the event of any dispute among my children as to the allocation of any personal property covered by this ITEM ONE, all personal property to be divided among them under this paragraph 2 shall be selected by them by taking turns, one item at a time, with my son Burgess (as the eldest child of mine) having the first turn, after said items have been valued for division purposes by mutual agreement of my children or with the



assistance of an outside expert, with the aggregate such value of the items selected, after completion of the selection process, to be approximately equal as between my said children. My children may, by agreement among them after my death, alter the equal division of personal property otherwise provided for in this ITEM ONE.

3. If any person named by me on a list created pursuant to paragraph 1 of this ITEM ONE as being the designated recipient of a specified item of tangible personal property shall fail to survive me, or if such person shall fail or refuse to accept delivery of such item within 120 days after the date of my death, then such particular bequest to such personal property shall be deemed to have lapsed and the item of tangible personal property referred to in such list referable to the name of such person so predeceasing me shall pass as, and become, part of the general bequest of tangible personal property contained in paragraph 2 of the ITEM ONE. If my said wife shall not survive me by sixty (60) days and if no child of mine shall survive me, then the bequests contained in paragraph 2 of this ITEM ONE shall lapse and the property otherwise to be governed by paragraph 2 of this ITEM ONE shall become a part of the residue of my estate and shall be disposed of as provided in ITEM FOUR of this will. I direct that any expenses incurred in safeguarding or delivering the property bequeathed under this ITEM ONE be paid from my estate as an administration expense thereof. I hereby vest in my Executors full power and authority to determine what items of property are included in the respective descriptions contained in this ITEM ONE and to determine the date, time, place and manner of delivery of each such item of property, provided that all distributions thereof shall be made within a reasonable time.



ITEM TWO

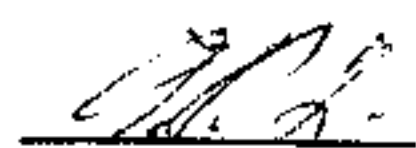
I give, devise and bequeath unto my wife, ISABELLE BUSH THOMASSON, if she shall survive me by sixty (60) days, all of my right, title and interest (if any) in and to what shall be at the time of my death my residence real estate, including all buildings and improvements thereon and easements and appurtenances thereto, together with all policies of fire or other insurance relating thereto, wheresoever the same shall be situated. My regular residence is presently located at 3233 Thomas Avenue, Montgomery, Alabama, and title thereto is currently vested solely in my wife. If my said wife shall not thus survive me, this bequest and devise of all my right, title and interest in the property described in this ITEM TWO shall lapse, and all such property described in this ITEM TWO shall become a part of my Residuary Estate.

ITEM THREE

If I am survived by any grandchildren of mine or issue of grandchildren of mine, then as provided in more detail in paragraphs 1, 2 and 3 of ITEM FOUR and in ITEM SIX, hereof, bequests of shares of my Residuary Estate are made to my grandchildren, in trust or otherwise, and it is my intention that such bequests to grandchildren shall qualify under the Internal Revenue Code provisions for so-called Generation Skipping Transfers, as now in effect and as hereafter enacted or amended, to the maximum extent possible.

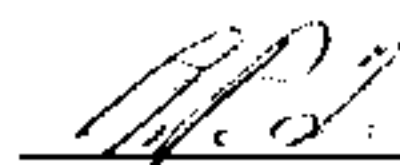
ITEM FOUR

All the rest and residue of my property of whatever kind and character, whether real, personal or mixed and wherever located that I own or may have an interest in or to which I may be entitled at my death, including any inheritances or interests in trust or anything of value with respect to which I have any power of appointment or power of



disposition (general or limited, exercisable by deed or will or otherwise), and including the proceeds of any insurance owned by me and payable to my executors or administrators, all of which is hereinafter referred to as my "Residuary Estate," I dispose of as follows:

1. The will of my wife, ISABELLE BUSH THOMASSON, I am currently informed, presently creates a marital trust over which I have the power of appointment of the provisions of ITEM FOUR and ITEM FIVE of such will. In the event that my wife predeceases me and in the event such power of appointment thereby becomes exercisable by me, whether under the provisions of the current will of my said wife or any other inter vivos or testamentary instrument which she may execute and which may be in effect at her death or date of irrevocability of such instrument, as the case may be, I hereby exercise any and all such powers of appointment by the terms of this paragraph one of this ITEM FOUR of this my will. In the event I am not survived by my said wife, ISABELLE BUSH THOMASSON, I give, devise and bequeath all property of whatever kind and character, whether real, personal or mixed and wherever located for which or over which I have power of appointment and which passes by virtue of my exercise of power of appointment under my said wife's will, to my trustees herein named, in trust, nevertheless, to be part of the Family Trust share herein provided for in ITEM SIX of this will, and all such property passing by reason of my exercise of said power of appointment shall be and become a part of the Family Trust hereunder, and shall be administered and disposed of as is provided in ITEM SIX hereof. I direct that any assets of the marital trust under my wife's will passing into the Family Trust under my Will by reason of this bequest and devise shall, prior to any division thereof, contribute ratably to the payment of all estate, inheritance and other taxes, if any, levied against my estate, including in said estate for computation purposes



any of such appointive property under the will of my said wife, which is includable in my estate by reason of my death.

2. I give, devise and bequeath the following proportions of my Residuary Estate remaining after the gifts, devises and bequests set forth in ITEMS ONE and TWO hereof (ITEM THREE constituting a confirmation of the generation-skipping treatment to be accorded to bequests to my grandchildren hereinafter made) and after deduction therefrom of the power of appointment gift made in the preceding paragraph 1 of this ITEM FOUR, as follows:

A. As used herein, the following designations shall refer to the following family members or kin of mine:

(1) "Alice" or "my niece" shall mean my niece, Alice Margaret Thomasson Janvier, also known as Mrs. Charles Janvier, III, who is of legal age and currently a resident of Houston, Texas.

(2) "Dann M." or "my nephew" shall mean my nephew, Dann Mackey Thomasson, who is of legal age and currently a resident of Lake Charles, Louisiana.

(3) "Tommy" shall mean my grandson, Burgess Alfred Thomasson, Jr., who is currently 19 years of age and currently a resident of Mobile, Alabama.

(4) "Dan T." shall mean my grandson, Daniel A. Thomasson, who is currently 14 years of age and a resident of Birmingham, Alabama.

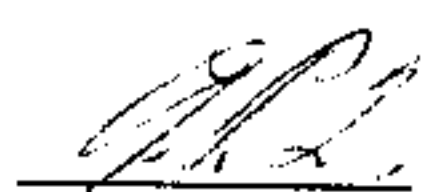
(5) "Leigh" shall mean my granddaughter, Alexandra Leigh Thomasson, who is currently 16 years of age and a resident of Birmingham, Alabama.

(6) "Burgess" shall mean my son, Burgess Alfred Thomasson, the father of Tommy, who is of legal age and currently a resident of Miami, Florida.

(7) "Albert" shall mean my son, Albert Ferdinand Thomasson, the father of Dan T. and Leigh, who is of legal age and currently a resident of Birmingham, Alabama.

(8) "Grandchild" or "grandchildren" shall mean Dan T., Leigh and Tommy.

B. If I am survived by one or more of the seven persons named in paragraph 2A above, my Residuary Estate



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shall be divided, and I make my bequests and devises thereof, as follows, depending upon which of the following different situations as to survivorship is in effect at the time of my death (in the event it cannot be determined if a particular person actually survived me, such person shall be deemed to have predeceased me). If at the time of my death:

(1) Either Alice or Dann M. shall survive me and one or more of my grandchildren shall also survive me, such survivor niece and nephew shall each be allocated a ^{Six}~~twelve~~ ^{one-fourth} ^(6.25%) and ~~one-half~~ percent ~~(12.5%)~~ share of my Residuary Estate remaining after deduction of the power of appointment gift in paragraph 1 (total of ^{12.5%}~~25%~~ if both Alice and Dann M. survive me, or ^{6.25%}~~12.5%~~ if only one survives me), and the balance of said Residuary Estate shall be divided into as many equal shares as there shall be grandchildren of mine living at my death, one such share to be allocated to each such surviving grandchild (i.e., three equal shares if Dan T., Leigh and Tommy all survive me, or two equal shares if only two of said three shall survive me); if only one such grandchild shall survive me, said balance of my Residuary Estate offer the bequests to Alice and/or Dann M. shall be allocated in its entirety to said one surviving grandchild; no part of my Residuary Estate shall in such event be allocated to Burgess or Albert; or

(2) No grandchild of mine shall survive me but either Alice or Dann M., or both, shall survive me, and one or both of my sons shall survive me, ^{Twenty}~~thirty~~ percent ^(20%) ~~(30%)~~ of my Residuary Estate governed by this paragraph 2 shall be allocated to my said niece and nephew in equal shares, or to the survivor of said two, and the remaining ^{eighty}~~seventy~~ percent ^{80%} ~~(70%)~~ of my Residuary Estate shall be allocated to my two sons in equal shares, or to the survivor of my sons, or if no son of mine shall survive me, my Residuary Estate shall be allocated entirely to my said niece and nephew, in equal shares, or to the survivor of said two; or

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(3) Neither my niece Alice nor my nephew Dann M. shall survive me, but one or more grandchildren of mine shall survive me, my Residuary Estate shall be divided into as many equal shares as there shall be grandchildren of mine living at my death, and one of such equal shares shall be allocated to each such surviving grandchild; in such instance, no share shall be allocated to Burgess or Albert; or

(4) None of Alice, Dann M., Dan T., Leigh and Tommy shall survive me, then my Residuary Estate shall be allocated in equal shares to Burgess and Albert, if they shall both survive me, or all to the one of my said sons that shall survive me if only one of them survives me.

C. With respect to any bequest to Alice, 'Dann M., Burgess or Albert under the provisions of paragraph 2A and 2B of this ITEM FOUR, as applicable, such bequest is made in fee simple, free of trust except as provided in ITEM SEVEN hereof, and each such bequest shall contribute ratably to the payment of all death taxes, if any, levied against my estate. With respect to any bequest to Tommy, Dan T., and Leigh, all of whom are presently under the age of 35 years, the provisions of paragraph 3 of this ITEM FOUR shall apply.

3. I give, devise and bequeath each of the shares of my Residuary Estate which are allocable to my grandchildren, to-wit, Tommy, Dan T., and Leigh, or to such of them as shall survive me, to my trustees hereinafter named, as separate trusts, in trust, nevertheless, to be held as a part of my Family Trust, and to be held, administered and disposed of as such Family Trust on the terms and conditions set forth in ITEM SIX hereof. I direct that any assets of my Residuary Estate passing into such Family Trust shall, prior to any division thereof, contribute ratably to the payment of all estate, inheritance and other taxes, if any, levied against my estate, including in such computation any appointive property included in my estate by virtue of the



will of my said wife, by reason of my death or by reason of my exercise of a power of appointment.

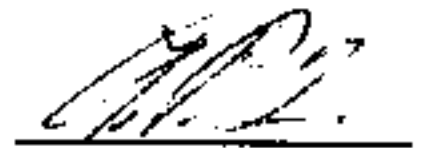
4. As used in this will, the phrase, "death taxes" shall mean and include all estate, inheritance, transfer, legacy, succession and like taxes chargeable against my estate or against any insurance on my life or against any other asset tax as part of my taxable estate. (Based upon the present size of my estate and present federal estate tax laws, I do not anticipate that my estate shall be chargeable with any federal or state death taxes unless my wife predeceases me.)

5. In dividing my said Residuary Estate as above provided and in allocating assets, real, personal or mixed, my independent executor (as such "independent executor" is named or provided for hereinafter) shall have discretionary fiduciary power and authority to determine the allocation of particular residuary assets and the proceeds thereof between the bequests of my niece and nephew set forth in paragraph 2. hereof and the Family Trust Share. My executors are authorized to satisfy the share conveyed to the Family Trust in cash or in kind or partly in cash and partly in kind, and if wholly or partly in kind, to select and allot to said Family Trust the specific asset or assets so selected; provided, however, that any and all assets so transferred or conveyed in kind to said Family Trust Share shall be valued at the value thereof as finally determined by federal estate tax purposes, and provided, further, that notwithstanding anything else in this Will to the contrary, my Executors shall distribute to the Family Trust Share assets, including cash, fairly representative, on the date or dates of distribution, of appreciation or depreciation in the value of all property available for distribution in satisfaction of this gift and bequest set forth in this ITEM FOUR. Notwithstanding any other provision of this Will, my executors shall not be required to make any division into shares or distribution to



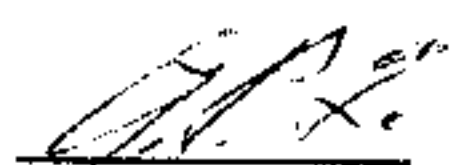
beneficiaries or trustees for beneficiaries under this Will of any share or portion of my estate prior to the alternate valuation date for federal estate tax purposes.

6. I direct that my executors shall pay out of the assets of my Residuary Estate all of my legal debts (including such secured indebtedness as shall be determined to be paid off at my death, as provided below, but not such secured indebtedness as my executors shall allow to be assumed by the recipient of a particular item of property), all death taxes (as above defined), if any, allocable to my gross estate (to the payment of which death taxes the Grandchildren's Trust and the Residuary legacies under this ITEM FOUR may be required to ratably contribute as herein set forth), my funeral and last illness expenses, all claims against my estate, and all costs and expenses of administration of my estate, and any losses incurred during the settlement of my estate arising from fire, storm, vandalism, theft or other casualty and not compensated by insurance, to the extent such losses are deductible from my gross estate for federal estate tax purposes. Any payment of such legal debts, funeral and last illness expenses, claims, losses, and administration costs and expenses, other than death taxes, shall be made out of my Residuary Estate after the distribution to the Family Trust of the power of appointment assets under paragraph 1 of this ITEM FOUR but prior to the computation of the shares of said Residuary Estate allocable, respectively, to my niece and nephew under paragraph 2 and to the Family Trust Share under paragraph 3 of this ITEM FOUR, so that at the time of determining such allocations by the shares described in paragraphs 2 and 3 of this ITEM FOUR of this Will, the Residuary Estate shall be deemed to have been reduced by the amount of such items paid pursuant to the provision of this paragraph 6 of this ITEM FOUR of this Will other than my death taxes (which death taxes, as provided above shall be payable ratably out of the Family



Trust Share and the bequest to my niece and nephew hereunder). Nothing in this paragraph 6 of this ITEM FOUR or elsewhere in this Will shall be construed to require the payment by my executor out of my estate of any debt or obligation of mine specifically secured by a mortgage, pledge, hypothecation, or similar lien or encumbrance on any specific item of property or interest therein owned by me at my death, and in the discretion of my executors such debt or obligation may be paid or, in the alternative, such item of property or interest in property shall be permitted to pass to the trust or the beneficiary entitled to the same hereunder, subject to such lien or encumbrance, the indebtedness secured by which is then to be paid by or on behalf of the distributee according to the terms thereof (but if such property passes to such distributee subject to such indebtedness, credit shall be allowed such distributee in making valuations hereunder for division purposes in an amount equal to the then principal amount plus accrued and unpaid interest due on the said indebtedness at the time of valuation for division). My executors shall have the right to require, in such event, that the distributee sign an instrument assuming such indebtedness (in the case of a fiduciary distributee such fiduciary's assumption would be in a fiduciary capacity only and limited only to the assets held in such capacity), and in default of receiving such an assumption agreement, my executors may in their discretion sell such asset or otherwise take steps to pay off such indebtedness.

7. Subject to the foregoing, the decision of my independent executor as to which assets shall be distributed in satisfaction, respectively, of the Family Trust Share and of the bequests for my niece and nephew, as to whether my estate shall be valued under the optional valuation date provisions of the federal estate tax law, as to whether any item of expense connected with the administration of my



estate or of any trust, where my executor has the right to so elect, shall be claimed as a deduction for income tax purposes or estate tax purposes, as to whether to join with my wife or her executor or administrator in filing any joint income tax or estimated tax return for any year or period in which joinder is permitted by law (and to allocate tax refunds, interest receivable, credits, deductions and estimated tax payments, as between me, my estate, my wife and her estate, as the case may be, and to pay all or such ratable share of any taxes and interest and penalties thereon with respect to such returns, if any, as shall be deemed proper by my said executor), as to whether to consent to any gifts made by my said wife as having been made one-half by me for the purpose of any gift tax law, and as to whether other elections shall be exercised and as to what proceedings shall be necessary or advisable to complete the ascertainment of any tax, shall be conclusive, final and binding on all persons and not subject to question by any person, even though the manner in which any such election, option or decision is exercised may result in an advantage or disadvantage to any portion of my estate or any beneficiary as compared with any other portion of my estate or any other beneficiary. If my executors in good faith decide 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, and said executors shall not be liable to my estate or to any beneficiary for any loss resulting from any such good faith decisions and exclusion.

8. In the event that my said wife shall survive me and I am not survived by any issue of mine of any generation whatsoever, including for such purposes any issue in gestation but not born as of the date of my death but who is later born alive, nor by my niece and nephew, then my executors shall not make any decision of my Residuary Estate, but

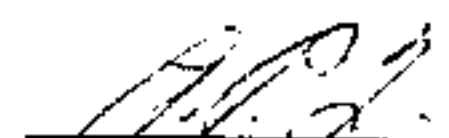


shall administer and dispose of the Residuary Estate as provided for herein for the Family Trust Share, and my entire Residuary Estate shall in such event be held, administered and disposed of as provided for herein for the Family Trust Share.

9. In the event that my said wife shall not survive me and none of the seven persons named in paragraph 2A of this ITEM FOUR shall survive me but I am survived by any issue of mine, whether born before or after my death (e.g. by great grandchildren), my executors shall not make a division of my Residuary Estate, but instead shall dispose of the entire said Residuary Estate as is provided herein for the disposition of the Family Trust, and my entire Residuary Estate shall, in the hands of my trustee, be and become a part of the Family Trust and shall be held and administered for the uses and purposes of the Family Trust and the same designation.

10. If I am survived neither by my said wife nor by any issue of mine nor by my niece nor my nephew, then I give, devise and bequeath, and my executor shall pay over, my Residuary Estate to those persons set forth in the second sentence of paragraph 3E of ITEM SIX of this Will. If I am survived by my niece and/or my nephew but not by my wife and issue of mine, then except for the Family Trust bequest set forth in paragraph 1 of this ITEM FOUR, the remainder of my Residuary Estate shall be administered and disposed of as is provided in paragraph 2 of this ITEM FOUR.

11. Any beneficiary of this Will or of any trust established hereunder may disclaim all or any part or portion of his or her benefits or powers given hereunder, including benefits or powers which qualify for the marital deduction, by written instrument delivered to my executor or the trustee of the trust as to which the disclaimer operates or in any other manner recognized by law, including without limitation the right of my wife to disclaim in writing all



or any part or portion of her benefits or powers hereunder granted. In the event of any such disclaimer then my estate or such part or portion of my estate as to which such written disclaimer relates shall be administered and distributed, and this Will shall to that extent be construed, in the same manner as if the person disclaiming that part of my estate had predeceased me as to such bequest, except to the extent expressly provided otherwise herein.

12. If my death, and that of my said wife, occur under such circumstances that it cannot be established with reasonable certainty which of us was the survivor, then I shall be conclusively deemed to have survived my said wife for the purposes of all of the provisions of this Will, except as to those provisions where a specific survival period (e.g., 30 or 60 days) is expressly stated.

ITEM FIVE

I have made no general provision herein for a gift of my Residuary Estate to my wife, ISABELLE BUSH THOMASSON, for the reason that she is possessed of a separate estate which is greater than mine, and she and I have discussed these matters and have agreed that she is well provided for.

ITEM SIX

1. My trustees shall hold all shares of my Residuary Estate bequeathed to the Family Trust under ITEM FOUR hereof together, in trust (except as otherwise provided herein), and shall invest and reinvest the Family Trust, shall collect and receive the income thereof, and after deducting all expenses incident to the execution of such Family Trust, shall administer and dispose of the principal and income of the Family Trust upon the terms and conditions set forth in this ITEM SIX. With respect to any assets and trust estate passing to and becoming a part of the Family Trust pursuant to or by reason of the provisions of paragraph 1 of ITEM



FOUR hereof, my trustees shall divide said assets and trust estate as follows, this being intended to effect a per stirpes division:

A. If all my grandchildren shall survive me, one-half (1/2) thereof in trust for Tommy and one-quarter (1/4) thereof each in trust for Dan T. and Leigh;

B. If Tommy shall not survive me, one-half (1/2) thereof each in trust for Dan T. and Leigh;

C. If one of Dan T. or Leigh shall not survive me, then one-half (1/2) thereof in trust for Tommy and one-half (1/2) thereof in trust for the survivor of Dan T. and Leigh;

D. If only one of Tommy, Dan T. or Leigh shall survive me, then all thereof in trust for said survivor; and

E. If a grandchild of mine shall predecease me leaving issue of such grandchild surviving me, such grandchild's issue shall take the share, in trust, that would be allocable to such deceased grandchild under this paragraph 1 had such grandchild survived me.

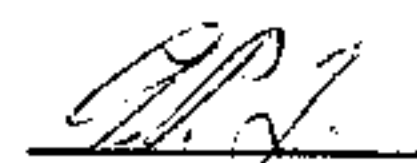
2. My trustees are authorized, but not required, to mingle the trust property of the separate trusts for my grandchildren established and held pursuant to paragraphs 2 and 3 of ITEM FOUR and paragraph 1 of this ITEM SIX under the designation of "Family Trust" and allotting to each separate trust an undivided interest in the said mingled funds of said "Family Trust." This direction permitting the commingling of assets is particularly appropriate with respect to any parcels of real estate (other than the properties expressly devised under ITEM TWO hereof), which I may own at my death and are allocable to the Family Trust which are not capable of, or suitable or appropriate for, easy, convenient or economical division, and my independent trustee shall have sole discretion as to whether to commingle or otherwise hold undivided such assets and when, if ever prior to the termination of all trusts hereunder, to divide such assets physically.



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3. The following provisions shall govern each separate trust share herein created and held for the primary benefit of each grandchild of mine living at my death (such grandchild being hereinafter in this paragraph 3 of this ITEM SIX called the "beneficiary" and such grandchild's share being herein called the "trust"):

A. My trustee shall, from time to time but at least as often as quarterly, pay so much if any, of the net income of the trust to or among such one or more or all or none of (i) the beneficiary and (ii) the issue of the beneficiary and (iii) the natural parents of the beneficiary as shall be living at the time of such payment, in such amounts and proportions, equal or unequal, as my independent trustee shall deem advisable in the absolute discretion of such independent trustee, it being my intention that the trustees may pay all or part or none of the net income, may make unequal payments, may from time to time exclude one or more or all of such persons from income hereunder, may make payment to any such person even though payment could also have been made to the parent or ancestor or descendant of such person, and may make payment to any person who is living at the time of the administration of the trust hereunder. The trustees shall consider all resources and income of, or available to, each such person from all sources known to the trustees, as well as the station in life, prospects, and responsibilities of each such person and the highest standard of living to which such person has become accustomed as of such date. My trustees shall, in any event, pay out to, or apply for the benefit of, the beneficiary so much of the net income of the trust as shall be reasonably necessary for the proper support, maintenance, health and education of the beneficiary, taking into account the factors mentioned in the immediately preceding sentence and the standard of living to which the beneficiary has then become accustomed, especially the medical, support,



maintenance and education needs of both the beneficiary and his or her own dependents, including his or her spouse and any of his or her minor children. I wish, but do not require, that my trustees consider the suggestions of the beneficiary or the beneficiary's parent or guardian, or other personal representative, if any, as to the income needs of each person (including the beneficiary or the spouse or children or parents of the beneficiary) to whom payments of income may be made hereunder, although the trustees shall not in any event be obligated to follow any suggestions of the beneficiary or any such guardian. No such person shall have any right to require that any distribution of income be made to him or her or to any other person, the decision of my independent trustee being final and binding on all persons. 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. Where my trustees may pay funds hereunder to or for the benefit of any person, the trustees may, in the trustees' sole discretion, pay over such sums to the parent, or the person having custody or guardianship, of such person or to such other persons as the trustees may select, and the receipt of any such person receiving such funds shall be a full discharge to the trustees as to any sums so paid.

B. If at any time the income paid pursuant to paragraph 3A of this ITEM SIX to any such person, together with all resources and income of, or available to, such person known to my trustees, shall not, in the opinion of my trustee, be sufficient for the proper support, maintenance, health and education of such person (including such person's obligations of support for his spouse and minor children), my trustees shall pay out to or for the account of, or for the benefit of, such person such additional sum or sums out of the principal of the trust estate of such trust as the independent trustee, in the absolute discretion of such



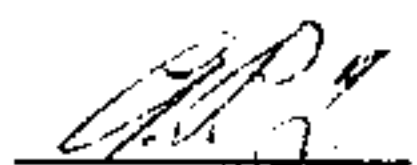
independent trustee, deems necessary or desirable for said purposes. My trustees may also make discretionary distributions of such amounts of the principal of the trust estate to or for the account of the beneficiary as the independent trustee, in the sole discretion of such independent trustee, may determine, such as to a beneficiary or an issue of a beneficiary for the purpose of purchasing an equity in a residence to be lived in by such person, or to purchase an automobile to be owned and used by such person, or to purchase an interest in a business which employs such person in an executive or managerial capacity, or to pay for the cost of travel on a vacation or leave of absence; but any such distributions of principal to any such person for purposes other than support, maintenance, health and education shall be treated as advancements of the principal of the trust estate which any such person receiving such advancement would otherwise receive upon termination of the trust. No such person shall have the right to require that any distribution of principal be made to him or her or to any other person, the decision of my independent trustee being final and binding on all persons. My trustees shall be fully discharged with respect to all amounts of income or principal paid to or for the account or benefit of any such person, firm or corporation.

C. The trust shall terminate on the first to occur of the following dates:

(i) The date the beneficiary attains the age of thirty-five (35) years, and

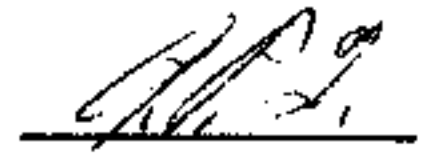
(ii) The date the beneficiary dies.

D. If the trust terminates on the date the beneficiary attains the age of thirty-five years under paragraph 3C(i) above, the trustees shall transfer, convey and pay over, free of trust except as provided in ITEM SEVEN hereof, the then principal of the trust, together with any undistributed or accrued income thereof, to the beneficiary.



E. If the trust terminates on the date of the death of the beneficiary, the trustees shall transfer, convey and pay over, free of trust except as provided in ITEM SEVEN hereof, the then principal of the trust, together with any undistributed or accrued income thereof, to the issue of the beneficiary living at the termination of the trust, in equal shares per stirpes (in further trust, to be administered as set forth in paragraph 4 of this ITEM SIX), or, if no issue of the beneficiary is living at the termination of the trust, to the then living issue of mine, in equal shares per stirpes, or if no issue of mine is then living, then to my niece and my nephew and their issue, in equal shares, per stirpes and not per capita, or if neither my nephew nor my niece nor any issue of theirs is then living, then to my wife, ISABELLE BUSH THOMASSON, if she shall then be living. If no issue of mine shall then be living, if neither my niece nor my nephew nor any issue of them shall then be living, and if my wife shall not then be living, I give, devise and bequeath, and my trustee shall transfer, convey and pay over, free of trust, the then principal of the trust estate, together with all undistributed or accrued income thereof, to those persons, other than creditors, who would be entitled to inherit my personal property under the laws of descent and distribution relating to personal property (regardless of whether such principal includes real property or not) in force in the State of Alabama on the trust termination date, applied as if I had then died, owning said principal and accrued income, intestate, unmarried, and a resident of the State of Alabama.

4. The provisions set forth in paragraphs 3A and 3B of this ITEM SIX shall also govern the disposition of principal and income of each separate trust herein created for the primary benefit of a living issue of a deceased grandchild of mine (except that, for purposes of applying the foregoing direction, the term "the beneficiary" as used



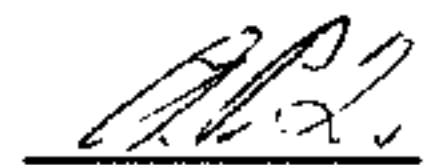
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in said paragraphs 3A and 3B shall instead be taken to mean and refer to each such living issue of a deceased grandchild of mine for purposes of this paragraph 4). Each separate trust herein created for the primary benefit of a living issue of a deceased grandchild of mine (hereinbelow referred to as "surviving issue") shall terminate on the first to occur of the following dates:

(i) The date such surviving issue attains the age of twenty-five (25) years (subject to the rule against perpetuities savings clause in paragraph 1 of ITEM NINE hereof), and

(ii) The date such surviving issue dies. If such trust terminates on the date such surviving issue attains the age of twenty-five (25) years or other date under subparagraph 4(i) of this ITEM SIX immediately above, the trustees shall transfer, convey and pay over, free of trust, except as provided in ITEM SEVEN hereof, the then principal of the trust, together with any undistributed or accrued income thereof, to such surviving issue. If the trust terminates on the date of the death of such surviving issue, the then principal of the trust, together with any undistributed or accrued income thereof, shall be disposed of in exactly the same manner as provided in paragraph 3E of this ITEM SIX for the disposition of the separate trust estate upon the death of a grandchild of mine (therein referred to as "the beneficiary") and for the purposes of applying under this paragraph 4 the said dispositive provisions of paragraph 3E, the word "beneficiary" as used in said paragraph 3E shall with respect to this paragraph 4 be deemed to mean and refer to such surviving issue.

5. Upon my death, if my said wife shall not survive me, if no issue of mine, whether born before or after my death, shall survive me, and if neither my niece and my nephew nor any issue of them shall survive me, my trustees shall administer and dispose of, or shall transfer, convey



and pay over, free of trust, as the case may be, the then principal of the Family Trust, together with any undistributed or accrued income thereof, to or for the benefit of those persons or institutions or organizations, and in the proportions and upon the conditions, described in the second sentence of paragraph 3E of this ITEM SIX.

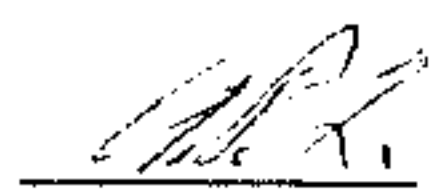
ITEM SEVEN

If any devisee or legatee or trust beneficiary hereunder (for purposes of this ITEM SEVEN hereinafter referred to as "person") becomes entitled to any share of the principal or undistributed or accrued income of my estate or of any trust herein created upon my death or the termination of such trust and if such person has any other property then held in trust for him or her under the provisions of this Will, his or her share in my estate or in the trust so terminating shall not be transferred 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 hereunder. If any such person becomes entitled to any share of the principal or undistributed or accrued income of my estate or of any trust herein created on my death or the termination of such trust, if such person does not have any other property then held in trust for him or her under the provisions of this Will, and if such person shall not have attained legal age, or if such person shall not, in the good faith opinion of my trustees (which shall not be subject to question in the absence of bad faith), be capable of wisely managing his or her share of any trust estate hereunder or if such person shall be determined by competent medical expert opinion to be mentally incompetent at such time, then, though the share of such issue in the estate or in the trust so terminating shall then vest in him or her, his or her share in the estate or in the trust so terminating shall not be



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transferred and paid over, free of trust, to him or her, and my trustees shall continue to hold the same in trust for him or her until, respectively, he or she shall attain legal age or shall be determined to be capable of wisely managing his or her share of the trust estate or to have become mentally competent, as the case may be, in either event using and applying for his or her support, maintenance, health, education and comfort such part of the net income from his or her share of said estate or said trust so terminating, and also of the principal thereof, as my independent trustee deems necessary or desirable for said purposes, and with respect to any property so held under this ITEM SEVEN, my trustees shall have all of the powers, duties, discretions and authority conferred upon them by this Will. If any such person becomes entitled to any share of the principal or undistributed or accrued income of my estate or of any trust herein created upon my death or upon the termination of a trust and if such person is at the time at which allocation and/or distribution would be made then the subject of an unsatisfied judgment, levy, garnishment or attachment or of a suit seeking such relief against such person, then notwithstanding any other provision of this Will, his or her share in my estate or in the trust so terminating shall not be transferred and paid over, free of trust, to him or her, and my trustees shall hold the same in trust for his or her support until all such suits, judgments, levies, garnishments and attachments shall have been terminated and discharged, if ever, and in such event no part of the principal or income allocable to such person shall be used to pay any such judgment, levy, garnishment or attachment and the income and principal of the trust shall be used and applied by my trustees solely for the support, maintenance, health, education and comfort of such person and any spouse and children of such person, or any one or more of the foregoing, as my independent trustee deems necessary or desirable



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for such purposes, and with respect to any property so held under this ITEM SEVEN, my trustees shall have all of the powers, duties, discretions and authority conferred upon them by this Will. In any such event, if such person dies prior to full termination of such trust so held under, or the full distribution of property free of trust as provided in, this ITEM SEVEN, the then trust estate held pursuant to the terms of this ITEM SEVEN shall be deemed a part of such person's estate to be disposed of as provided by the last Will, if any, of such person or otherwise by applicable law as to such person's estate, and the trustees may pay over the then trust estate of such person to the executors or administrators of such person's estate, and any such payment shall be a full discharge to the trustees.

ITEM EIGHT

I hereby nominate, constitute and appoint, both as co-executors and co-trustees (for convenience said two offices being hereinafter sometimes referred to as "fiduciaries") of this Will and of the several trusts created or provided for under this Will my son, BURGESS ALFRED THOMASSON, and my son, ALBERT FERDINAND THOMASSON. If either of my said sons shall not survive me or qualify, or having qualified, shall hereafter die or resign or become incapacitated, then I name as his successor co-executor and co-trustee hereunder the first of the following named persons, in the order named beginning with the first named person, who shall qualify and shall so serve: my wife, ISABELLE BUSH THOMASSON; my attorney, J. MICHAEL REDIKER; my attorney, THOMAS A. RITCHIE; our family friend, E. BURNS ROENSCH; the eldest of my then living grandchildren who shall then be over the age of twenty-five (25) years, if any, and who shall agree to so serve and shall qualify. If any of the co-fiduciaries above named who is a natural person shall predecease me, or, having survived me, shall for any reason fail or refuse to



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qualify, or having qualified should thereafter die, resign or become incapacitated, then the vacancy in such co-fiduciary office thus occurring shall be filled by the next designated person in the above list, in the order of succession shown, who shall qualify. It is my desire that to the extent possible, two co-fiduciaries shall at all times serve hereunder, at least until a corporate fiduciary becomes sole fiduciary hereunder as provided below. If for any reason and at any time a vacancy remains open in one (or both) of the said co-fiduciary positions for more than 30 days, and if at any given time no person in the foregoing list of natural persons named as possible successors to my sons is willing and able to qualify and serve or to continue serving as successor fiduciary or co-fiduciary, then a successor corporate fiduciary shall be chosen as set forth below, which shall be a bank or trust company qualified to do business in Alabama and having trust powers and combined capital and surplus of not less than \$10 million. Any such successor corporate fiduciary shall be appointed to fill such vacancy by the then sole remaining individual fiduciary (if any) serving hereunder after the end of the foregoing list of natural person appointees has been exhausted (which appointment may be made and accepted in writing, with notice as provided below for a resignation of a trustee, prior to such sole remaining fiduciary's ceasing so to serve), or if no individual natural person fiduciary at all is then serving or able to serve hereunder (in which event such bank or trust company shall, when appointed and qualified, shall serve as sole fiduciary hereunder), such bank or trust company shall be appointed by unanimous concurrence of (i) the then beneficiaries, if any, of legal age and (ii) the guardians of minor beneficiaries of the trust estates then in administration under the provisions of this Will, or in default of valid exercise of such appointment right within 30 days after the right arises to make such appointment,



then by unanimous concurrence of the then living spouses or ex-spouses or widows of my sons which have children who will be or are entitled to any share of my estate or any trust established hereunder. Any fiduciary named hereunder may resign at any time by giving at least fifteen (15) days written notice to that effect (i) to the other then co-fiduciary serving hereunder and (ii) to all adult beneficiaries (if any) and (iii) to all guardians of minor beneficiaries then entitled to receive income from the estate or from any trust held hereunder as of the time of such resignation, which vacancy so occurring shall be filled as above provided (e.g., the same as in the event of the death or incapacity of an individual trustee above named or in the event of the resignation of the corporate fiduciary). All references in this Will to "executor" or "trustee" (as used herein, the singular includes the plural and vice versa, and the neuter shall include the feminine and the masculine, and vice versa) shall be deemed to mean and include all co-fiduciaries, whether one or more, at any time hereunder serving, including any successor fiduciaries and any corporate persons and any natural persons, and all powers, privileges, rights, authorities and discretions vested in the original fiduciaries hereunder shall be vested in and exercisable by any such successor fiduciary. References in this Will to "independent executor", "independent trustee," or "independent fiduciary," as the case may be, shall be deemed to refer to the following identified fiduciaries if, as and when serving: that son of mine who is not, and whose children are not, a beneficiary of that portion of the estate or trust hereunder as to which discretion is to be exercised; both of my sons, acting jointly and unanimously, where both (or children of both) are beneficiaries of that portion of the estate or trust; J. MICHAEL REDIKER; THOMAS A. RITCHIE; E. BURNS ROENSCH; or any such bank or trust



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company which is appointed and from time to time serves hereunder.

1. Each of the fiduciaries under this Will shall be severally held to the faithful performance of his, her or its own acts, but, except in the case of bad faith, no fiduciary hereunder shall be liable for the acts, omissions or defaults of any agent appointed with due care or of any other fiduciary who has at any time served hereunder. No fiduciary shall be liable for failure to demand or contest an accounting of any other fiduciary, or of any predecessor fiduciary, or otherwise to compel any fiduciary, or any predecessor, to redress a breach of trust or of fiduciary duty, unless so requested in writing by an adult beneficiary under this Will or of any trust created herein, or by any guardian of any beneficiary hereunder who is a minor at the time such guardian acts, and unless sufficient indemnity for the costs and expenses, including reasonable attorneys' fees, from the assets and/or income of the trust estate as to which the litigation relates is assured to the fiduciary who is to bring such demand, contest or suit.

2. Any person or corporation at any time serving hereunder as trustee or executor shall be entitled to reasonable compensation for his or her or its services in each of such respective capacities, with any such trustees' compensation being payable annually out of income to the extent permitted by law, provided that no trustee shall be entitled to compensation with respect to any separate trust established hereunder as to any trust fiscal period in which such trustee, personally, or such trustee's own issue are then being paid any income from such trust, and in no event shall any trustees' compensation payable to all the trustees then serving with respect to any trust, as such trustees, in the aggregate for all the trustees, exceed 10% of the annual income of the trust estate of such trust or one-half of one percent of the average net asset value of the trust estate



for each trust fiscal year, whichever is the greater, without the written concurrence of all the then adult beneficiaries and the guardians of any minor beneficiaries, and all co-fiduciaries, hereunder. No fiduciary serving hereunder shall be required to furnish any bond as such fiduciary, nor to file an inventory, appraisal or settlement of my estate or any trust in any court, although the fiduciaries shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

3. The fiduciaries are 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. My fiduciaries shall hold, manage, invest and reinvest the property constituting my estate and each trust estate established hereunder and such other property as the fiduciaries may subsequently acquire pursuant to the power and authority herein given to the fiduciaries (all of which with respect not only to my estate but also to each separate trust hereunder, will hereinafter for convenience be referred to as the "Trust estate"), with the following powers and authority (without obtaining any court order) with respect to each separate trust estate (as to the exercise of which, in the event of any disagreement, the determination of the then independent trustee or independent executor shall be binding on all concerned in the absence of any instructions from a court of competent jurisdiction):

- A. To hold, sell, exchange, transfer, convey or otherwise dispose of, either before or after option granted, all or any part of said trust estate upon such terms and conditions as the fiduciary sees fit, 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, mutual fund and money market fund shares, interest-bearing obligations, mortgages, participations in mortgages, interests in oil, gas and mineral properties, or other property, real, personal or mixed, whether so-called legal investments of trust funds, or not, as to the fiduciary may seem suitable, and to change investments and to make new investments from time to time as to the fiduciary may seem necessary and desirable.



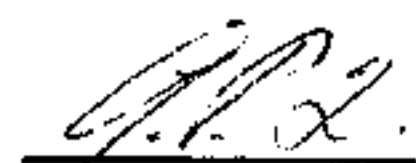
- B. To improve, repair, lease, rent for improvement or otherwise, for a term beyond the possible termination of such trust, or for any less term, either with or without option of purchase, and to let, exchange, release, partition, vacate, dedicate, or adjust the boundaries of, any real estate constituting a part of said trust estate.
- C. To borrow money for such time and upon such terms as the fiduciary sees fit, without security or on mortgage of any real estate or upon pledge or encumbrance of any personal property held by the fiduciary hereunder, and to execute mortgages or pledge or lien or security agreements therefor.
- D. To hold any property, including without limitation common stocks or other securities and wasting assets and mineral interests and real property of every kind, originally received by the fiduciary as a part of said trust estate so long as the fiduciary shall consider the retention thereof for the best interests of said 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 so-called "non-legals," and, irrespective of whether such property is a so-called wasting or depleting asset or is then producing any income or only an insubstantial income (if such non-income-producing property or wasting asset is reasonably deemed suitable for holding for capital appreciation or for future development or for future realization of income or cash flow or if a disposition on more advantageous terms later can reasonably be expected by avoiding an immediate sale or similar disposition), and to acquire other property which is not a so-called "legal" investment of trust funds, where such course is in the trustee's opinion for the best interests of said trust estate. The fiduciary is specifically authorized and empowered to retain and acquire shares of the capital stock of any corporation which may at any time be serving as a trustee or executor hereunder or of any parent or holding corporation of any such corporate fiduciary or of any successor corporate fiduciary or its parent or holding corporation, and any such retention or acquisition shall be presumptively proper if concurred in by a writing signed by the then individual serving as co-fiduciary with such corporate fiduciary, or alternatively, if signed by a majority of the then adult beneficiaries hereunder.
- E. To determine whether or to what extent receipts should be determined to be income or principal, whether or to what extent expenditures and any allowances (such as depletion in the case of minerals or amortization of the basis or cost in the case of other wasting assets) should be charged against principal or income, and what other adjustment 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, or which, in the good faith opinion of the fiduciary in reliance upon written advice of legal counsel and/or of a certified public accountant, should be resolved in a manner differently than prescribed in such Act in order to fairly allocate and reflect the burdens and benefits of such receipts and expenditures on a sound economic basis, to determine the same in the



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fiduciary's discretion, always exercising such discretion with due regard to the interest of the beneficiary then entitled to the income thereof.

- F. To keep any property constituting a part of said trust estate properly insured against fire and tornado and flood and other hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to pay any development costs of such properties forming a part of the trust estate as the fiduciaries shall deem reasonably prudent under the circumstances in order to obtain production of income or cash flow or to obtain or preserve capital appreciation, and to pay all death taxes and duties, and generally to pay all of the expenses of the trust estate incurred in the exercise of the powers herein vested in the fiduciary which, in the fiduciary's judgment, may be proper or necessary.
- 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 the values thereof, subject to any express directions, if any, elsewhere herein as to values to be used as to any particular divisions and distributions, and to determine the identity of persons entitled to take hereunder.
- H. To hold any or all securities or other property in bearer form, in the name of the fiduciary, or in the name of some other person, partnership, corporation or nominee (including a securities depository, broker, or agent) without disclosing any fiduciary relation, and to mingle any or all of the property constituting said trust estate in investment with other property held in other trust estates.
- I. To vote in person or by proxy upon all securities held by the fiduciary, to unite with other owners of similar securities or property in carrying out any plan for the reorganization of any corporation or company (including any partnership) whose securities form a portion of the trust estate, to exchange the securities of any corporation or company for other securities or property upon such terms as the fiduciary shall deem proper, to assent to the consolidation, merger, sale of assets, recapitalization, dissolution, liquidation or reorganization of any corporation or company, to lease property or any portion thereof of such corporation or company to any other person, to pay all assessments, expenses and sums of money as the fiduciary may deem expedient for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities, and generally to exercise in respect to all securities held by the fiduciary the same rights and powers as are or may be exercised by a person owning similar property in his own right, including purchase or disposition of any securities which were by me or for my benefit during my lifetime made the subject of any options or warrants or sales or purchase agreements.
- J. To institute and defend any and all suits or legal proceedings relating to the said trust estate in any court and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said trust estate may be involved as in the fiduciary's judgment may be necessary or proper.



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- K. To complete all executory contracts and commitments of mine pending at my death, or to alter or cancel the same as deemed necessary or desirable in the light of my death, and to execute and deliver any and all deeds, contracts, conveyances, assignments, transfers, waivers, notes, mortgages, certificates, affidavits, or other instruments, and to do any acts, including the employment of agents, accountants, brokers, appraisers, engineers, property managers, contractors and attorneys, necessary or desirable in the execution of the powers herein vested in the fiduciary.
- L. To enter into any transaction authorized hereunder with
- (a) The fiduciary or fiduciaries of any inter vivos trust created by me or by my wife, or
 - (b) The personal representative or representatives, the fiduciary or fiduciaries, or other representative or representatives, of any estate or trust in which any beneficiary or trustee or executor hereunder has any existing or future interest, vested or contingent,
- even though the fiduciary hereunder is acting in any such other fiduciary capacity, any rule of law to the contrary being expressly waived.
- M. To advance money at any time or from time to time to said trust from the fiduciary's own funds for any purpose or purposes of the trust estate and in aid of the powers set out herein, and to reimburse such fiduciary for the money thus advanced, with interest thereon at generally prevailing market rates comparable to those charged by unaffiliated third parties at the time, making such reimbursement from the trust estate or from any funds belonging to said trust estate thereafter coming into the fiduciary's custody from any source, or to borrow monies for any purpose or purposes of the trust estate or in aid of the powers set out herein, from any inter vivos trust created by me.
- N. Upon the death of any beneficiary hereunder who is at the time of his or her death receiving or entitled to any income from a share or portion of a share of the trust estate, to pay the funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus or principal share or portion of a share from which the beneficiary has been receiving or is entitled to receive income derived therefrom.
- O. With respect to any business or professional enterprise (whether organized as a proprietorship, partnership, joint venture, co-tenancy, corporation or otherwise) owned by me in whole or in part at my death, either alone or with any business or professional partners or associates or co-owners I may have had in such enterprise at my death, to operate and manage such business or enterprise, to hire (and fix the terms of employment of), and to discharge, the managers of, and management for, such business or enterprise and to delegate to such management any and all managerial responsibility for such business or enterprise, and to sell, exchange, merge, liquidate or otherwise dispose of such business or enterprise, or my ownership interest therein, on any terms my fiduciary deems reasonable under the circumstances, and my fiduciaries shall not be liable for any loss to my estate or the trust estate or to said business or enterprise occurring from such operation and



management of such business or enterprise or from the sale or liquidation or other disposition thereof, in the absence of either bad faith, willful misconduct, reckless conduct or reckless inattention to the business or its disposition, or gross negligence in the selection, supervision and retention of the management of the day-to-day affairs of such business or enterprise.

4. The powers, privileges, rights, discretions and authorities given to each fiduciary in this ITEM EIGHT are not exclusive, are cumulative and are in addition to powers, authorities and discretions given elsewhere herein or by applicable law, and are exercisable only in a fiduciary capacity, and shall not be construed so as to give any individual fiduciary hereunder who is a natural person any powers or authorities amounting by implication or otherwise to a general power of appointment within the meaning of Section 2041 of the Internal Revenue Code of 1954 or any other statute.

ITEM NINE

1. If the happening of any future event may cause the ultimate vesting of any trust estate herein created or of any share thereof 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 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, as to such share therein, shall thereupon be vested in and distributed to those persons at the expiration of such period enjoying the use and benefit of said trust estate or of such share therein, in the proportions in which they are so enjoying the same, irrespective of their attained ages.

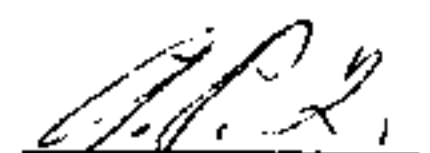
2. As to the net income which by any of the provisions of this Will may be payable to any person, he or she



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shall have no right or power, either directly or indirectly, to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of the same, or any part thereof, until the same shall have actually been paid in hand to him or her by the fiduciary, and my fiduciary may refuse to acknowledge or give effect to any such anticipation, assignment, lien, etc. Nor shall such income or the principal or corpus of any trust estate hereunder nor any part of, or interest in, either of them be liable for or to any extent subject to any debts, claims or obligations of any kind or nature whatever or to any legal process in aid thereof, including without limitation claims arising out of any domestic relations or support proceedings or other legal proceedings, contracted or incurred by or for or against such person, before or after my death.

3. Should it be necessary for a representative of my estate or any trust created hereunder to qualify in any jurisdiction wherein any executor or trustee named herein cannot or may not desire to qualify as such, or if at any time and for any reason there shall be no executor or trustee in office in or with respect to such other jurisdiction, then I appoint as executor or trustee, as the case may be, therein such person or corporation as may be designated in writing by my existing or remaining executor or executors or trustee or trustees, as the case may be, hereunder; such substituted executor or trustee shall, without giving any security, have in such other jurisdiction all the rights, powers, privileges, authorities, discretions and duties conferred or imposed upon my executor or my trustee by the provisions of this Will. To the extent I have the legal power to do so, I hereby direct that all trusts and trust estates established or provided for hereunder shall be administered in, and construed and regulated according to the laws of, the State of Alabama, and further that it shall not be necessary for my trustee or executor to qualify under



laws of any other jurisdiction or to report to any court of any other jurisdiction. However, my trustee or executor may transfer the situs or administration, or both, of any trust estate or any portion thereof established hereunder to such other place or jurisdiction as in the trustee's or executor's opinion shall be for the best interest of any such trust estate or portion thereof and of the beneficiaries thereunder; in so doing, my trustees or executors, together, or any one of them alone, may either serve in such capacity in such other jurisdiction or may resign and appoint a successor trustee or executor to the resigning trustee or executor for or with respect to the estate or said trust estate or portion of a trust estate by giving ten (10) days' written notice to each then adult income beneficiary and each guardian of each minor beneficiary of such trust estate, if any, and any such successor trustee or successor executor shall have all of the powers, rights, privileges, authorities and discretions granted to the original and successor trustees and executors under the terms of this Will.

4. All references in this Will to "child" or "children" mean lawful blood descendants in the first degree of the parent designated, and references to "issue" mean lawful blood descendants in the first, second or any other 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 where a child is adopted by the 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.



IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 6th day of Oct, 1986, and have set the initials or signature of my name on the preceding thirty-four (34) and following one (1) typewritten pages hereby declaring the instrument contained on this page thirty-five (35) and the said thirty-four (34) preceding pages and the one following page to be my Last Will and Testament.

Alfred P. Thomasson (SEAL)
ALFRED P. THOMASSON

The foregoing instrument contained on this page and the thirty-four (34) preceding pages and following one page was on the date last above written signed and sealed by the said ALFRED P. THOMASSON, the testator therein named, and duly published and declared by the said ALFRED P. THOMASSON to be his Last Will and Testament and his free act and deed, in the presence of us, who, at his request and in his presence and in the presence of each other, have hereunto subscribed our names and addresses as attesting witnesses; and we, and each of us, do also certify that the signature of said testator was duly made and appeared to us upon the Will as above before we signed as witnesses, and that we, and each of us, do now believe said testator at this time to be of sound mind.

312 No 23rd St

B'ham AL

Address

Thomas A. Belcher
Witness Signature

312 N 23rd Street

B'ham AL 35203

Address

Carol Donaldson
Witness Signature

312 North 23rd Street

Birmingham AL 35203

Address

Carolyn H. Hinson
Witness Signature

0311 0510

**ATTESTATION AND AFFIDAVIT
FOR SELF-PROVED WILL**

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, the undersigned authority, on this day personally appeared ALFRED P. THOMASSON, the testator, and Thomas A. Ritchie, Carolyn L. Duncan and David Donaldson, the witnesses, known to me to be the testator and witnesses, respectively, whose names are signed to the foregoing instrument and, all of the said persons being by me first duly sworn, ALFRED P. THOMASSON, the testator, declared and does declare to me and to the said witnesses in my presence and their presence and hearing that the said instrument is his Last Will and Testament and that he had willingly signed the same in the presence of said witnesses and that he executed it as his free and voluntary act for the purposes therein expressed; and each of the said witnesses declared and does declare to me, in the presence and hearing of the testator and each other, that he or she signed the Will in the presence and hearing of the testator and each other as witnesses and that to the best of each such witness' knowledge the testator was twenty-one years of age or older, of sound mind and memory, and under no constraint or undue influence.

Alfred P. Thomasson
ALFRED P. THOMASSON

Thomas A. Ritchie
Witness

David Donaldson
Witness

Carolyn L. Duncan
Witness

Subscribed, sworn to and acknowledged before me by ALFRED P. THOMASSON, the testator, and subscribed and sworn before me by Thomas A. Ritchie, Carolyn L. Duncan and David Donaldson, the witnesses, this 6th day of Oct, 1986.

Glenda C. Bean
Notary Public

My Commission Expires: 4/18/90

Dec 30 1 43 PM '93

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
ALFRED P. THOMASSON

27926

KNOW ALL MEN BY THESE PRESENTS, that I ALFRED P. THOMASSON, a resident citizen of Montgomery County, Alabama, being over the age of twenty-one (21) years and of sound mind and disposing memory, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated October 6, 1986.

FIRST: I hereby amend my Last Will and Testament dated October 6, 1986 in the following respects:

A. I hereby delete the original third sentence of paragraph 1 of ITEM FOUR on page 6 of said Will and replace it with the following new third sentence, viz.:

"In the event I am not survived by my said wife, ISABELLE BUSH THOMASSON, I give, devise and bequeath all property of whatever kind and character, whether real, personal or mixed and wherever located for which or over which I have power of appointment and which passes by virtue of my exercise of power of appointment under my said wife's will, to those persons provided for in sub-paragraph (2) of paragraph 2B of this ITEM FOUR, as amended by the First Codicil to my Will, under the same dispositive scheme as set forth in said sub-paragraph (2), and any of such property passing by reason of my exercise of said power of appointment to my Trustees under said sub-paragraph (2), i.e., in the event that one or both of my sons shall not survive me, shall be and become a part of the Family Trust hereunder, and shall be administered and disposed of as is provided in ITEM SIX hereof, in the shares provided for in said sub-paragraph (2) of paragraph 2B of ITEM FOUR."

B. I hereby delete original subparagraphs (1), (2), (3) and (4) of paragraph 2B of ITEM FOUR on pages 8-9 of said Will and replace them with the following new subparagraphs (1) and (2), respectively, viz.:

"(1) Either Alice or Dann M., or both shall survive me, I devise to each of them who survives me the sum of \$25,000 per person out of my Residuary Estate; if only one of them shall survive me, he or she shall receive his or her \$25,000 amount, only; if neither of them shall survive me, this bequest and devise shall lapse.

ALFRED P. THOMASSON

"(2) The balance of my Residuary Estate remaining after deducting any devise which may become effective under the immediately preceding paragraph (1) ("Residuary Estate balance") is hereby given to my two sons and their issue, in equal shares per stirpes and, as to my issue then under the age of 35 years who may become entitled to a part, in trust as set forth hereafter; accordingly, my Executors shall divide said Residuary Estate balance into as many equal shares as there are, at the time of my death, sons of mine then living and any sons of mine then deceased leaving issue of his surviving me. (I presently contemplate that since I have two living sons and each has issue now living, said Residuary Estate balance will probably be divided into two equal shares.) With respect to each of my sons who survives me, I give, devise and bequeath his said equal share to him in fee simple absolutely, free of trust. With respect to each son who has predeceased me leaving issue of him surviving me, my Executors shall divide such deceased son's share into as many parts as shall be necessary to effectuate a per stirpes distribution among the then living issue of such deceased son in the manner provided by law for a per stirpes allocation (and, without limiting the generality of the foregoing, no person may take if his parent or ancestor who is an issue is also then living). With respect to each part of a share allocable to a living issue of a deceased son of mine, I give, devise and bequeath such part to such issue in fee simple, absolutely, free of trust, if (and only if) such person is then 35 years of age or older; otherwise, I give, devise and bequeath such part in trust to my Trustees hereinafter named for the benefit of such living issue, to be held, administered and disposed of as is provided in ITEM SIX of this Will, as amended by the First Codicil thereto. With respect to any such issue who is a child of a deceased son of mine, such person is referred to in ITEM SIX as my "grandchild" and paragraph 3 of ITEM SIX shall primarily govern said grandchild's part so held in trust; with respect to any such issue entitled to a part of a share who is an issue of a deceased grandchild of mine, paragraph 4 of ITEM SIX shall primarily govern said issue's part so held in trust."

C. I hereby delete the original paragraph 1 of ITEM SIX on pages 15 and 16 of my said Will and replace it with the following new paragraph 1 thereof, viz.:

"1. My trustees shall hold all shares or parts of shares of my Residuary Estate bequeathed to my Trustees under ITEM FOUR hereof, in trust as a so-called "Family Trust" or aggregation of Family Trusts (except as otherwise provided herein), and shall invest and reinvest the Family Trust, shall collect and receive the income thereof, and after deducting all expenses incident to the execution of such Family Trust, shall administer and dispose of the principal and income of the Family Trust upon the terms and conditions set forth in this ITEM SIX."

SECOND: As amended by this First Codicil, in all other respects I hereby ratify, confirm and republish the provisions of my said Last Will and Testament dated October 6, 1986.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this First Codicil to my Last Will and Testament, said Codicil consisting of this page and the preceding two (2) typewritten pages (which for the purposes of identification have been signed by me on the bottom thereof), hereby declaring, in the presence of the persons witnessing it at my request on the 27 day of November, 1989, this instrument to be the First Codicil to my said Last Will and Testament.

Alfred P. Thomasson
ALFRED P. THOMASSON

The foregoing instrument, consisting of this page and the two preceding typewritten pages, was signed, sealed and published and declared by ALFRED P. THOMASSON, the testator, to be the First Codicil to his Last Will and Testament dated this 27 day of November, 1989, and his free act and deed, in the presence of us, who, at his request in his presence and in the presence of each other, have hereunto subscribed our names and addresses as attesting witnesses; and we, and each of us do also certify that the signature of said testator was duly made and appeared to us upon the First Codicil as above before we signed as witnesses, and that we, and each of us, do now believe said testator at this time to be of sound mind.

PO Box 52317
ADDRESS

Montg. Alabama

Daniel E. Lewis
WITNESS

3017 Oklahoma St
ADDRESS

Montgomery, Ala 36107

Vigoria F. Gardner
WITNESS

3926 Bienville Rd
ADDRESS

Montgomery, Al

Andrew C. Ryck
WITNESS

**ATTESTATION AND AFFIDAVIT
FOR SELF-PROVED WILL**

STATE OF ALABAMA)
COUNTY OF Montgomery)

Before me, the undersigned authority, on this day personally appeared ALFRED P. THOMASSON, the testator and Landra E. Lewis, Virginia E. Gardner and Antoine C. Ryals, the witnesses, known to me to be the testator and the witnesses, respectively, whose names are signed to the foregoing instrument and, all of the said persons being by me first duly sworn, ALFRED P. THOMASSON, the testator, declared and does declare to me and to the said witnesses in my presence and hearing that the said instrument is the First Codicil to his Last Will and Testament and that he had willingly signed the same in the presence of me and said witnesses and that he executed it as his free and voluntary act for the purposes therein expressed; and each of the said witnesses declared and does declare to me, in the presence and hearing of the testator and each other, that he or she signed the said instrument in the presence of the testator and each other as witnesses and that to the best of each such witness' knowledge the testator was twenty-one years of age or older, of sound mind and memory, and under no constraint or undue influence.

Alfred P. Thomasson
ALFRED P. THOMASSON

Landra E. Lewis
WITNESS

Virginia E. Gardner
WITNESS

Antoine C. Ryals
WITNESS

Subscribed, sworn to and acknowledged before me by ALFRED P. THOMASSON, the testator, and subscribed and sworn before me by Landra E. Lewis, Virginia E. Gardner and Antoine C. Ryals, the witnesses, this 27 day of November, 1989.

Thelma M. Thompson
Notary Public

My commission expires: 1991

Inst # 1994-04236

DEC 30 1 45 PM '93

02/08/1994-04236
11:46 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
041 KJS 108.50