

WE CERTIFY THIS TO BE A
TRUE AND CORRECT COPY

Judy A. Bright

LETTERS TESTAMENTARY

PROBATE — 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

HARRY B. MAUPIN

Deceased

CASE NO. **143642**

LETTERS TESTAMENTARY

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

That the will of the above-named deceased having been duly admitted to record in said County, Letters Testamentary are hereby granted to Jane M. Maupin

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

Witness my hand this date, March 26, 1993

(SEAL)

GEORGE R. REYNOLDS

Judge of Probate

I, Peggy A. Proctor, Chief Clerk of the Court of Probate of Jefferson County, Alabama, hereby certify that
Inst. # 1994-11682
the foregoing is a true, correct and full copy of the Letters Testamentary issued in the above-styled cause as appears of record in said Court. I further certify that said Letters are still in full force and effect.

Witness my hand and seal of said Court this date, March 26, 1993

Peggy A. Proctor
Chief Clerk

04/08/1994-11682
02:18 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
020 SNA 56.00

STATE OF ALABAMA)
COUNTY OF SHELBY)

WE CERTIFY THIS TO BE A
TRUE AND CORRECT COPY

Judge Knight

LAST WILL AND TESTAMENT
OF

143642

HARRY B. MAUPIN

* * * * *

I, HARRY B. MAUPIN, a resident of Shelby County, Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

DEBTS AND EXPENSES/PROBATE OF WILL/ALLOWANCES

I direct that all of my debts, my funeral expenses, (including the costs of a suitable monument at my grave), any unpaid charitable pledges (whether the same are enforceable obligations of my estate or not), and the costs of administration of my estate be paid out of and charged against my residuary estate, as soon as practicable after my death. In the event there is any indebtedness owing by me, whether secured or unsecured, which has not matured at the time of my death, I authorize the Executor to pay such indebtedness either in full or according to the terms and tenor of any instrument evidencing such indebtedness, as the Executor may deem most desirable under the then existing circumstances. I further direct that the Executor may probate my Last Will and Testament either in the county of my residence at the time of my death or in Jefferson County, Alabama. Any provisions herein for the benefit of my beneficiaries are expressly in lieu of any right to homestead allowance, exempt property and the family allowance; and any acceptance of such statutory or constitutional benefits shall be charged against any benefits hereunder.

ITEM II.

DISPOSITION OF PERSONAL EFFECTS

(a) I give and devise to my wife, JANE M. MAUPIN, for her use and enjoyment during her life, all of my antique household

Filed in office this the
day of
For Probate and Record.

26th
March, 19*63*
George R. Reynolds
Judge of Probate

JR 1217 PG 449

furniture and furnishings, both useful and ornamental, which may be owned by me at the time of my death. I direct that my said wife shall not be required to give security of any kind for the safekeeping of the aforesaid antique, nor shall she be liable for loss, damage, or destruction of the aforesaid property, no matter how it should occur. Upon the death of my said wife, or upon my death, in the event my said wife shall predecease me, I give and devise the remainder of the aforesaid property to my children, as hereinafter set forth in section (b) of this ITEM of my Last Will and Testament.

(b) I give and devise all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, any automobile that I may own, and all other objects of my personal use, together with any insurance thereon, to my wife, JANE M. MAUPIN, absolutely, if my said wife survives me. There is excluded from this devise all cash on hand or on deposit, stocks, bonds, notes, evidences of debts, other choses in action, intangibles and all other property held for investment. If my said wife shall predecease me, I give and devise all of said objects of property, in equal shares, absolutely, to my children, HARRY R. MAUPIN and BARBARA ALISA BURNETT. If any child of mine should not then be living, then I give and devise said child's share of said property to his or her then living issue, per stirpes, if any, and if none, to my other child, per stirpes. In the event that my said wife and my said children should all predecease me, leaving no issue surviving, then this devise shall lapse, and the aforesaid property shall become a part of the residue of my estate. I hereby vest in the Executor hereinafter named full power and authority to determine what objects of property are included in the foregoing description contained in this ITEM of my Will, and to make such division and distribution of said objects of property to my children, in the event my wife shall not be living, as may be desirable in the absolute discretion of the Executor, having due regard for the personal preferences of my said children. In the event any beneficiary under this ITEM of my Will shall be under the age of majority, the share of such beneficiary shall pass to the Trustee

hereinafter named, as custodian for such beneficiary under the Alabama Uniform Transfers to Minors Act. In addition, the Executor may sell all or any part of such minor beneficiary's share hereof, and deliver the net proceeds of such sale to the custodian named herein, to be held as a part of the custodianship created for such minor beneficiary.

(c) All costs of safeguarding, insuring, packing and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of administration of my estate.

(d) I have prepared a memorandum in conjunction with this, my Last Will and Testament, which indicates my desires with regard to the disposition of special personal property of mine. I have attached such memorandum to this, my Last Will and Testament, and have distributed copies to my family. Such memorandum is an expression of my desires with regard to the disposition of such personal property, and shall not be binding upon the Executor.

ITEM III.

EXEMPT AMOUNT TO TRUST

I hereby give and devise unto JANE M. MAUPIN, as Trustee, in trust, nevertheless, for the uses and purposes, upon the terms and conditions, and with the powers and duties hereinafter stated in the TRUST ESTATE provisions of my Will, property, including any undivided interest in property, having a total value equal to the largest amount, if any, which, if allocated to this trust estate, would result in no increase in federal estate tax payable at my death, after taking into account the Unified Credit Against Estate Tax available to my estate for federal estate tax purposes, and the state death tax credit against such tax, but only to the extent that the use of such state death tax credit does not increase the state death tax payable to any state (the whole of such property being hereinafter sometimes called my "trust estate"). I direct that the Executor allocate, transfer, convey and assign unto the Trustee the necessary property other than the assets devised to my wife under the DISPOSITION OF PERSONAL EFFECTS provision of this Will. The

values of the property, including any undivided interest in property, which shall comprise the devise hereinabove set forth in this ITEM of my Will shall be the values as of the date of distribution to this trust estate. Any provision hereinabove to the contrary notwithstanding, in the event that, after payment of all my debts and costs of administration and provision for any other devise hereinabove set forth, the assets comprising the residue of my estate shall be insufficient in amount to pay in full the devise described hereinabove in this ITEM of my Will, this devise shall be reduced accordingly and shall be treated in all respects as the residue of my estate.

ITEM IV.

DISPOSITION OF RESIDUE

I give and devise unto my wife, JANE M. MAUPIN, absolutely, all of the residue of my estate, including the residue of property, whether real or personal, of every kind and wherever located, belonging to me at my death, or payable to my estate from any source, and remaining after payment of all debts of my estate, provisions for any devises hereinabove set forth, and after provision for all transfer, inheritance, legacy, estate, succession, and other taxes (together with all interest or penalty thereon) levied upon or against my estate attributable to property passing hereunder or otherwise. In the event my said wife should predecease me, then I give and devise all of the rest, residue and remainder of my estate as heretofore referred to the Trustee of my trust estate as referred to heretofore in ITEM III, to be added to and merged in the other assets comprising my said trust estate, and to be administered in accordance with the terms and provisions set forth in the TRUST ESTATE provisions of this, my Last Will and Testament.

ITEM V.

TRUST ESTATE

(a) The Trustee shall hold said trust estate without division into shares, in trust for the use and benefit of my said wife and my children, for and during the lifetime of my said wife. During the lifetime of my said wife, the Trustee shall pay over to my said wife, for my said wife's support and maintenance, the

entire net income from said trust estate, in such installments as may be convenient to my said wife. In addition to the income from said trust estate, my said wife may appoint to herself, from the corpus of said trust estate, such amount as from time to time may be necessary to maintain my said wife in health and reasonable comfort, to support my said wife in the manner in which my said wife is accustomed to living, and to provide for my said wife's health, medical, dental, hospital and nursing expenses and expenses of invalidism. It is my intention that this power which has been granted to my said wife in the immediately preceding sentence shall be a power limited by an ascertainable standard, as defined in Treasury Regulations Section 20.2041-1(c)(2) of the Internal Revenue Code, and such power shall not be a general power of appointment. It is also my intention that this power of appointment which I have granted to my wife shall be exercised by my said wife only in strict accordance with the standards set forth in this paragraph. I further direct that any other Trustee who shall be serving and acting may appoint to my said wife from the corpus of said trust estate pursuant to the standards set forth hereinabove.

(b) In interpreting the powers granted to my said wife, as Trustee, I direct that, any provision herein to the contrary notwithstanding, although my said wife shall be entitled to the beneficial enjoyment, as a life beneficiary, of the income from said trust estate, my said wife shall not exercise any such power by diverting to herself as income any part of the assets of said trust estate which would not, under the statutes and decisions of the State of Alabama, be construed as income, it being my intention to protect the corpus or principal of said trust estate for the exclusive use and benefit of the remaindermen, subject only to the right herein granted to my said wife to appoint to herself from the principal thereof pursuant to the standards set forth hereinabove.

(c) Upon the death of my said wife, or upon my death in the event my said wife predeceases me, the Trustee shall apportion said trust estate into equal shares for my children, or if any of my said children shall not then be living, but shall have left

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lineal descendants then surviving, then the share of such deceased child shall be apportioned among such lineal descendants, per stirpes, under the terms of subsection (e) hereof. Each share apportioned for my said children, or the lineal descendants of a deceased child shall be a separate and distinct trust. In the discretion of the Trustee and for the sake of convenience, I authorize the Trustee to refrain from making a physical separation of the assets of these trusts into separate equal trusts, if such treatment will facilitate the administration of said trusts. I also authorize the Trustee to mingle and commingle investments, but I wish it specifically understood that I am creating independent trusts for all purposes.

(d) After apportionment, the Trustee shall transfer and pay over to each of my said children that child's entire share of said trust estate, free from this trust.

(e) In the event any of my children entitled to share in said trust estate under the terms hereof shall die prior to the apportionment or distribution to him or her of all of his or her share of said trust estate, then at the time provided for apportionment, or at the death of such child, whichever occurs later, the Trustee shall transfer and pay over the share of said trust estate apportioned for such deceased child as follows:

(1) If such deceased child leaves any descendants of him or her then living, to the descendants then living of such deceased child, per stirpes; provided that if any descendant of such deceased child shall not at said time have attained the age of twenty-one (21) years, then, though the share of such descendant in said trust estate shall be deemed then to have vested in him or her, and shall be payable to his or her estate in the event of his or her death prior to attaining the age of twenty-one (21) years, the Trustee shall continue to hold said property in trust for him or her until he or she shall attain the age of twenty-one (21) years, using and applying for his or her support, education and comfort, such part of the net income or principal from his or her share of said trust as deemed necessary or desirable by the Trustee for said purpose.

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(2) If such deceased child leaves no descendants of him or her then living, to such of my children, and the descendants of any deceased child of mine as then are living, per stirpes; provided, however that if any such child or descendant of a deceased child of mine shall then have other property held in trust for him or her under the terms hereof, then his or her share in the share of such deceased child shall be added to, merged in, administered and disposed of like such other property held in trust for him or her.

(3) If such deceased child leaves no descendants of him or her, or of me, then living, to such person or persons as would be entitled to inherit the property constituting said share, and in the proportions in which they would be entitled to inherit the same from me under the laws of Alabama then in force, had I died at said time a resident of Alabama, intestate and owned said property.

(f) In the event any beneficiary entitled to share in said trust estate under the terms hereof shall disclaim, in whole or in part, the property described hereinabove by timely filing with the Executor or Trustee, as the case may be, a qualified disclaimer as defined in Sections 2046 and 2518 of the Internal Revenue Code of 1986, as amended, and pursuant to the provisions of applicable state laws, then at such time as said beneficiary would otherwise be entitled to share in said trust estate, or at such time as such disclaimer is made, whichever occurs later, the Trustee shall transfer and pay over said property, or the portion thereof to which the disclaimer applies, as if the said beneficiary had predeceased me, but otherwise in accordance with the terms of this trust estate.

(g) In the event all or any part of any home which I may own at the time of my death may be included as an asset in said trust estate, then, so long as my said wife shall live, I direct that she shall be permitted to use and occupy the said home. During the occupancy of such home by my said wife, the Trustee shall pay all interest, taxes, repairs, insurance, and other miscellaneous maintenance charges thereon, and shall allow my wife the full use of said home, free of rent or other charge.

ITEM VI.

TRUST POWERS

In the management and control of any trust created in my Will, the Trustee, in the sole judgment and discretion of the Trustee, may do and have done all things which, in the judgment and discretion of the Trustee, may seem necessary, desirable and proper to promote, protect and conserve the interests of the trust estates and of the beneficiaries thereof, in like manner as if the Trustee were entitled to said property beneficially, and every determination of the Trustee in the construction of the powers conferred upon the Trustee, or in any manner committed to the discretion of the Trustee, or with respect to which the Trustee may be empowered to act hereunder, whether made upon a question formally or actually raised or implied in relation of the premises, shall be binding upon all persons interested in the trusts, and shall not be objected to or questioned on any grounds whatsoever. Without in any way limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers herein vested in the Trustee, the Trustee shall have and may, in the judgment and discretion of the Trustee, except as specifically herein provided, without notice to anyone or order of court, exercise, among others, the following powers, to be broadly construed with reference to each trust estate and each share thereof:

1. To sell at public or private sale, exchange, transfer or convey, either before or after option granted, all or any part of said trust estate, upon such terms and conditions as the Trustee may determine, 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, shares of investment companies or investment securities of management-type investment companies such as mutual funds, or other property, real or personal, whether so-called "legal" investments of trust funds or not, as to the Trustee may seem suitable, and to change investments and to make new investments from time to time as to the Trustee may seem necessary or desirable. The Trustee may delegate all or any part of the above powers to such investment counselors, consultants or managers as deemed appropriate by the Trustee.

2. To improve, repair, lease, rent for improvement, or otherwise, for a term beyond the possible termination of this trust, or for any less term, with or without option of

purchase, and to let, exchange, release, partition, vacate, dedicate or adjust the boundaries of real estate constituting a part of said trust estate.

3. To borrow money for such time and upon such terms as the Trustee may consider appropriate, either without security, or on mortgage of any real estate, or upon pledge of any personal property held by the Trustee hereunder, and to execute mortgages or pledge agreements therefor.

4. To hold any property or securities originally received as a part of said trust estate, including any stock or obligations of any corporate trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate trustee, so long as the Trustee shall consider the retention thereof in the best interest of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said trust estate, to acquire other property which is not a so-called "legal" investment of trust funds, including any stock or obligations of any corporate trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate trustee, where such course is, in the opinion of the Trustee, in the best interests of said trust estate.

5. To keep any property constituting a part of said trust estate properly insured against fire and tornado, and other hazards, to pay all taxes or assessments, mortgages, or other liens now or hereafter resting upon said property, and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustee which, in the judgment of the Trustee, may be proper or necessary.

6. To hold any or all securities or other property in bearer form, in the name of the Trustee or in the name of some other person, partnership, or corporation, without disclosing any fiduciary relationship.

7. To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and condition as, in the discretion of the Trustee, may be expedient, or to liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as, in the judgment of the Trustee, are for the best interests of said trust estate, or so far as may be necessary in the judgment of the Trustee, to cause to be incorporated any such business or partnership and to use the funds of my estate to protect my interest in any contract, business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation. I grant to my Trustee the power to do all the acts in connection with said businesses which I, in my

lifetime, could have done, or to delegate such powers to any partner, manager or employee, without liability for any loss occurring therein. I authorize the Executor and Trustee to make public or private sale of said business or businesses, and the real and personal property thereof, at such time or place, and for such price, and upon such terms as to cash or credit, with or without security for the purchase price, as the Trustee may deem best, and to execute all necessary assignments and conveyances to the purchasers, without liability on the part of the purchasers to see to the application of the purchase monies.

8. To vote in person or by proxy upon all stocks held by the Trustee, to unite with other owners of similar property in carrying out any plan for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustee shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustee 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 Trustee, the same rights and powers as are or may be exercised by persons owning similar property in their own right; provided, however, that if, at any time a corporate trustee is serving hereunder it shall purchase or retain stock or obligations of itself or of any holding company, or similar corporation which owns stock of such corporate trustee, then in the election of directors and other matters in which said corporate trustee is prohibited from voting its stock or stock of any holding company or similar corporation which owns stock of a corporate trustee, such stock shall be voted by the eldest adult beneficiary hereunder.

9. 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 judgment of the Trustee may be necessary or proper.

10. At any time or from time to time to advance money to the trust estate from funds of the Trustee for any purpose or purposes of the trust, and to reimburse the Trustee for the money advanced and interest thereon from the trust property or from any funds belonging to the trust property thereafter coming into the custody of the Trustee from any source.

11. To pay from and out of the income of the trust property any and all expenses reasonably necessary for the administration of the trust, including interest, taxes, insurance, including public liability insurance, and

compensation to the Trustee, as well as any other expense incurred for the benefit of the trust estate, and in the event the income from the trust property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the trust estate.

12. To execute and deliver any and all contracts, conveyances, transfers, or other instruments and to do any acts necessary or desirable in the execution of the powers herein vested in the Trustee.

13. To determine whether any money or property received shall be treated as a part of the principal of said trust estate or a part of the income therefrom, to apportion between such principal and income any loss or expenditure in connection with said trust estate as may seem just and equitable to the Trustee, and to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs or amortization of indebtedness deemed by the Trustee to be a proper charge against income. Any death benefits which shall become payable under any qualified pension or profit sharing plan, including a plan for self-employed individuals and owner-employees in which I may be a participant shall be allocated to the principal of said trust estate under the terms and provisions of this, my Last Will and Testament.

14. In making any division of the trust property into shares for the purpose of any distribution thereof directed or permitted by the provisions of this Will, the Trustee may make such division or distribution either in cash or in kind, or partly in cash and partly in kind, as the Trustee shall deem most expedient, and in making any division or distribution in kind, the Trustee may allot any specific security or property, or any undivided interest therein, to any one or more of such beneficiaries, and in such proportions and amounts, without regard to equality of distribution or federal income tax basis thereof, as the Trustee may deem proper, and to that end, may appraise any or all of the property to be allotted, and the judgment of the Trustee as to the propriety of such allotment and as to the relative value and basis for the purposes of distribution of the securities or property so allotted, shall be final and conclusive upon all persons interested in this trust or in the division or distribution thereof. In allocating, transferring and assigning to any beneficiary, property, or interests in property, in order to equal the total value of a pecuniary devise made to any beneficiary under the terms and provisions of this, my Last Will and Testament, I caution the Executor to investigate the income tax impact, if any, that might result to my estate in allocating, transferring and assigning to such beneficiary for such purposes any asset belong to my estate which would constitute "Income in Respect of a Decedent" pursuant to the then applicable provisions of the United States Internal Revenue Code, and regulations pertaining thereto.

15. In the event my estate owns an interest in the shares of stock of any closely-held family corporation, and the persons named herein as Executor and/or Trustee shall be or shall become affiliated with any such closely-held corporation, serving as employees, officers or directors thereof, I direct that such persons serving as Executor or Trustee of my estate shall not be disqualified from employment by any such family corporation or its successor, or the continued employment by said persons for either the same or greater compensation as determined from time to time by the board of directors in office. In the circumstances described in this paragraph, said persons serving as Executor and/or Trustee of my estate shall be exonerated from any claim or demand arising from the fact that they may be receiving or have received compensation for serving as a director, officer and/or employee when serving as Executor or Trustee or successor Executor or Trustee.

ITEM VII.

MISCELLANEOUS

(a) Any trust created under my Will, at the election of the Executor, may be treated as operating from the date of my decease, whether the trust property shall then be actually paid over to the Trustee and set aside or not, and I hereby authorize and empower the Executor hereinafter named to make any payments which the Trustee herein shall be authorized to make after the actual establishment of the trust herein created.

(b) It is my will and I direct that the invalidity of any gift or devise, or of any limitation over, or interest in property shall not be considered materially to disturb the plan of distribution herein created or to affect the validity of any other gift or devise or limitation over, or interest in or trust herein given or created.

(c) Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those trust beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts created hereunder shall terminate, and the assets thereof shall immediately be vested in and distributed outright to those persons entitled, and in the same proportions to which they are entitled to take under the provisions hereinabove set forth, irrespective of the attained age of such beneficiaries on such date.

(d) Any persons may at any time, and from time to time, add cash, securities or other property, whether real or personal, to the corpus of any trust estate herein created, by deed, gift or will, with the consent of the Trustee. Any addition to any trust estate herein created shall be held, administered and distributed as an integral part of the corpus thereof in accordance with all of the terms and provisions of this will applicable to the said trust estate.

(e) The trustee, in the Trustee's sole discretion, may terminate any trust created hereunder if the income of such trust becomes too low to cover all fees and expenses of administration and also to yield a reasonable return to the beneficiary. In the event of termination, the Trustee shall distribute the assets of the trust to the beneficiary thereof, and, if such trust has more than one beneficiary, then to the beneficiaries thereof in proportion to their relative interests. If any such beneficiary shall be under the age of nineteen (19) years at the date of such distribution, then his or her share of such trust shall be paid to a parent or relative of such beneficiary as custodian under the Alabama Uniform Transfers to Minors Act.

(f) I specifically authorize and empower the Executor regardless of whether or not it affects the interest of any beneficiary under this Will, or the amount of property passing to such beneficiary now or hereafter, to exercise any election granted by the Internal Revenue Code in effect at the time of my death which permits the Executor to take as deductions for federal income tax purposes any amounts which are also allowable for federal estate tax purposes, and the Executor shall incur no liability whatsoever to any beneficiary under this Will as the result of any elections so made, and no adjustment between principal and income shall be required as a result of such election.

(g) Anything to the contrary notwithstanding, in the event that any property or interest in property or life insurance passing under this Will, by operation of law or otherwise by reason of my death (other than as a part of my residuary estate), shall be encumbered by mortgage or lien, or shall be pledged to

secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

(h) It is my direction and intention that my Last Will and Testament be interpreted and administered by the Executor and Trustee in accordance with the Internal Revenue Code of 1986, as amended. The Executor and Trustee shall not be liable to any beneficiary herein for any action taken or not taken, election made or not made, or resulting federal income tax consequences upon the apportionment or distribution in kind or otherwise of any asset of my estate, where the Executor and Trustee exercised good faith and ordinary diligence in the performance of their duties.

(i) To the extent permitted by law, the interest of any beneficiary in principal or income of any trust hereunder shall not be subject to assignment, alienation, pledge, attachment, or to the claims of creditors of such beneficiary and shall not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary.

(j) Where I have herein directed that funds shall be used and applied by the Trustee for the benefit of, or paid to, any minor beneficiary, the Trustee may, in the discretion of the Trustee, pay over such sums to the persons having custody of such beneficiary, or to any other person it may select, including the beneficiary, to be used and applied for the purposes herein directed and the receipt of such persons shall be full discharge to the Trustee as to any sums so paid.

(k) I specifically authorize and empower the Executor to execute and file a joint income tax return with my spouse for the year in which my death occurs and for any years prior thereto. I also authorize and empower the Executor to execute and file joint gift tax returns with my spouse if any gift tax return is required of either of us for the year in which my death occurs or for any year prior thereto. I also specifically authorize and

empower the Executor to pay any portion or all of any resulting income taxes and gift taxes. I grant full discretion to the Executor to acquiesce in, compromise, or litigate any demand made against my estate for federal or state income or gift taxes. The Executor shall incur no personal liability for any action taken in good faith in accordance with either of the foregoing authorizations.

ITEM VIII.

EXECUTORS

(a) I hereby nominate and appoint JANE M. MAUPIN, as Executor of this, my Last Will and Testament. In the event JANE M. MAUPIN shall predecease me or shall die during the administration of my estate or be unable or unwilling to serve as Executor, then I nominate and appoint HARRY R. MAUPIN to serve as Executor of this, my Last Will and Testament.

(b) I direct that the Executor, regardless of which of those named above shall serve, shall not be required to give any bond or to file an inventory or appraisal of my estate in any court, though it shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I hereby vest in the Executor the same full powers of management, control and disposition of my estate herein given to the Trustee under any section hereof, and I direct that in the exercise of such powers the Executor shall be free from the control and supervision of the Probate Court, or any other court.

ITEM IX.

TRUSTEES

(a) In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of JANE M. MAUPIN either prior to or during the continuance of any said trust, then I direct that HARRY R. MAUPIN shall serve and act as Trustee of the trusts created in this, my Last Will and Testament.

(b) I hereby direct that the Trustee named herein shall not be required to give any bond or security for the performance of the Trustee's duties. Any Trustee may resign at any time by giving ninety (90) days written notice to the beneficiary or beneficiaries to whom the current income may or must be

distributed. The adult beneficiaries and the parents or conservators of adult or minor beneficiaries may approve the accounts of any resigning Trustee and such approval shall be binding upon all persons whomsoever and shall be a full and complete discharge and acquittance of such Trustee. Upon any such change in the trusteeship, the title to any trust estate shall vest forthwith in any successor Trustee acting pursuant to the foregoing provisions hereof without the necessity of any court order or of any conveyance or transfer of trust assets. I hereby vest in all successor Trustees the same rights, powers, duties and discretion vested in the original Trustee.

(c) No successor Trustee shall be personally liable or responsible in any way for any act or failure to act of any predecessor Trustee, nor bear any loss or expense from or occasioned by anything done or omitted by the predecessor Trustee, but such successor Trustee shall be liable only for its own acts and omissions in respect to property actually received as such Trustee. With the approval of a majority of the adult beneficiaries hereunder, or the parent, conservator or guardian of any minor or adult beneficiary, any Trustee appointed hereunder may accept the account rendered and the assets and property delivered to it by the predecessor Trustee as a full and complete discharge of the predecessor Trustee, and shall incur no liability or responsibility to any beneficiary by reason of so doing, all without necessity of any court proceeding or judicial supervision or approval, regardless of any beneficial, vested or contingent interest of any minor, incompetent or unborn beneficiaries.

ITEM X.

DEFINITIONS

As used in my Will, the terms "issue," "descendants" and "lineal descendants" are intended to include any persons heretofore or hereafter born or adopted by any descendant of mine and my children, HARRY R. MAUPIN and BARBARA ALISA BURNETT. As used in my Will, the terms "child" and "children" are intended to include HARRY R. MAUPIN and BARBARA ALISA BURNETT. Where the context so permits, the term "Executor" and "Trustee" and words of reference to my Executor and Trustee shall mean, respectively, any

person or entity serving in those capacities, without regard to gender or number.

IN WITNESS WHEREOF, I, HARRY B. MAUPIN, the testator, sign my name to this instrument this 15 day of July, 1991, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

[Signature]
HARRY B. MAUPIN

We, Carel Myers and G. Shawn Gentle the 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 that he signs it willingly, and that each of us, in the presence and hearing of the testator and the undersigned authority, hereby signs this will as witness to the testator's signing, and that to the best of our knowledge and belief, testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

[Signature]
Witness

Address

3500 Blue Lake Drive
Birmingham, AL 35243

[Signature]
Witness

Address

3500 Blue Lake Drive
Birmingham AL
35243

STATE OF ALABAMA)

COUNTY OF SHELBY)

Subscribed, sworn to and acknowledged before me by HARRY B. MAUPIN, the testator, and subscribed and sworn to before me by Carel Myers and G. Shawn Gentle, witnesses, this 15 day of July, 1991.

SEAL

[Signature]
Notary Public

My Commission Expires: 1/12/92

WE CERTIFY THIS TO BE A
TRUE AND CORRECT COPY
Judge Knight

JR 1217PG966

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 ha _____ s _____ 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 _____ Harry B. Maupin _____ Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume 1217, Page 949-966.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date March 26, 1993.

PROBATE - 98

George R. Reynolds, Judge of Probate.

WE CERTIFY THIS TO BE A
TRUE AND CORRECT COPY
Judith Knight

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 HARRY B. MAUPIN, DECEASED, TOGETHER WITH

THE CERTIFICATE TO THE PROBATE THEREOF,

XXXXXXXXXXXXXXXXXXXX

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

Given under my hand and seal of said Court, this

the 24th day of May, 19 93

Peggy A. Proctor

Chief Clerk

Inst # 1994-11682
04/08/1994-11682
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020 SNA 56.00