

IN THE MATTER OF
THE ESTATE OF
FITTS J. SMITHERMAN,
DECEASED.

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IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NO. 146249

QUALIFIED DISCLAIMER
UNDER
THE ALABAMA UNIFORM DISCLAIMER OF PROPERTY INTERESTS ACT
AND
THE INTERNAL REVENUE CODE

TO: THE EXECUTOR OF THE ESTATE OF FITTS J. SMITHERMAN
AND ALL OTHERS WHOM IT MAY CONCERN:

WHEREAS, FITTS J. SMITHERMAN (the "Decedent") died testate on
November 24, 1993; and

WHEREAS, the Will of the Decedent, dated September 28, 1989
(the "Will"), has been admitted to record in the Probate Court of
Jefferson County, Alabama, under Case Number 146249 and letters
testamentary have been granted to ROSEMARY S. SMITHERMAN, the
surviving spouse of the Decedent, as executrix (the "Executrix") of
the Will; and

WHEREAS, the Will divides the Decedent's residuary estate into
a Marital Share and a Family Share;

WHEREAS, the Will provides the Marital Share is bequeathed
absolutely to ROSEMARY S. SMITHERMAN, the surviving spouse of the
Decedent;

WHEREAS, the Will provides that the Family Share (as defined
in Item Three, Section 1 of the Will) is given in trust in
accordance with the provisions of Item Three, Section 2 of the Will

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(the "Family Trust") if ROSEMARY S. SMITHERMAN survives the Decedent;

WHEREAS, Item Three, Section 3 of the Will provides that, if ROSEMARY S. SMITHERMAN does not survive the Decedent, the Family Share or residuary estate, as the case may be, is given absolutely to ANN S. SANDERS, who is the daughter of the Decedent, if ANN S. SANDERS is living at the time of the second to die of the Decedent and ROSEMARY S. SMITHERMAN;

WHEREAS, ANN S. SANDERS survived the Decedent and is living as of the date hereof;

WHEREAS, ROSEMARY S. SMITHERMAN, pursuant to the Alabama Uniform Disclaimer of Property Interests Act and the Internal Revenue Code, desires to make a qualified disclaimer of her entire interest in the income and principal of the Family Share (as defined in Section 1, Item Three of the Will) as hereinafter set forth;

NOW, THEREFORE, ROSEMARY S. SMITHERMAN states as follows:

1. (a) I, ROSEMARY S. SMITHERMAN, irrevocably and unqualifiedly refuse to accept and I hereby disclaim each and every interest and right in and to any and all property comprising the Family Share (as defined in Section 1, Item Three of the Will), including, but not limited to, the entire interest in income of the Family Share, the entire interest in principal of the Family Share, my right to receive all net income of the Family Share, and my right to receive principal of the Family Share, if the Trustee

invades principal for my health, support, maintenance or education during my lifetime.

(b) I also irrevocably and unqualifiedly refuse to accept and hereby disclaim all income or other benefits earned from the date of death of the Decedent to the date hereof and hereafter by the property described in (a) above.

2. I, ROSEMARY S. SMITHERMAN, hereby further acknowledge, represent, certify, and declare as follows;

(a) I have not accepted the interest in the property described in subparagraphs (a) - (b) of paragraph 1 above, which is hereby refused, or any of the income or benefits thereof.

(b) As a result of this qualified disclaimer, the Family Share will, without any direction by me, be distributed in accordance with the Will as if I had predeceased the Decedent.

(c) This disclaimer is filed pursuant to the Alabama Uniform Disclaimer of Property Interests Act, Alabama Code § 43-8-290, et seq. (1975), and is intended as a qualified disclaimer under Chapters 11, 12 and 13 of the Internal Revenue Code of 1986, as amended.

DATED: August 23rd, 1994.


ROSEMARY S. SMITHERMAN

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that ROSEMARY S. SMITHERMAN, whose name is signed to the foregoing Qualified Disclaimer under the Alabama Uniform Disclaimer of Property Interests Act and the Internal Revenue Code, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Disclaimer, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 23rd day of August, 1994.



Notary Public
My Commission Expires: 2/16/98

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