

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMAHUGH P, BIGLER

Deceased

CASE NO. 93369

Inst # 1995-16539

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 Virginia Proctor Bigler, Hugh Patterson Bigler, JR.

and Virginia Kent Bigler Jones

ExecutORS named in said will, who have complied with the requisitions of law and who are authorized to take upon themselves the execution of such will.

Witness my hand this date, Juen 5, 1978

(seal)

O. H. Florence
Judge of Probate

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

Witness my hand and seal of said Court this date, June 23, 1995Peggy A. Proctor
Chief Clerk06/23/1995-16539
12:27 PM CERTIFIEDSHELBY COUNTY JUDGE OF PROBATE
045 MCD 118.50**BURR & FORMAN**3000 SOUTHTRUST TOWER 205-251-3000
BIRMINGHAM, AL 35203

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

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I, Hugh P. Bigler, a married man over the age of twenty-one (21) years, and a resident citizen of Jefferson County, State of Alabama, do hereby make, publish, and declare this to be my last will and testament, hereby revoking all wills and codicils heretofore executed by me.

ARTICLE ONE

The term "my probate estate", as used in this will, means all of the property (by which term I intend also to designate property rights and interests in property) of any and every kind, nature, character, and description, real and personal alike, and wheresoever situate, of which I shall die seized or the owner, or to which I shall be entitled at my death, and also all property to which my estate or any executors or administrators or other personal representatives of mine, in such fiduciary capacities, shall be or become entitled in any way after my death, and also all property that may accrue to me after my death, and also every vested remainder that I may have at my death in or with respect to any property, irrespective of whether the property to which any such remainder relates shall have vested in possession in me at or before my death, thus including, in "my probate estate", all real and personal property that shall be mine at my death and whose disposition can be effectively made by this will. I deliberately exclude, from "my probate estate", any property that may be subject to any power of appointment

of which I am or may be or become the donee and of which the donor shall predecease me or be deemed to have predeceased me. Thus I declare that I do not intend to, and do not, exercise any power of appointment of which I am or may be or become the donee and of which the donor shall predecease me or be deemed to have predeceased me; and, accordingly, I renounce each and every such aforescribed power of appointment and decline to exercise any thereof in whole or in part.

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ARTICLE TWO

Section 2.1 - Definition: In this will the term "Article Two Property" means all personal property of any one or more of the following descriptions, and wheresoever situate, of which I shall die seized or the owner, viz.:

all automobiles, books, pictures, paintings painted by whomever, silver, silverware, china, crystal, linen and utensils; all dogs, household pets, horses for pleasure riding, firearms, fishing tackle, golf clubs, sporting equipment, boats, boat motors, and cameras; all watches, jewels, jewelry, ornaments, trinkets, and wearing apparel; all hobby collections of objects; all radios, television sets, high-fidelity equipment, and tape recorders; all personal papers, personal records, and personal books of account; all household, yard, garage, and premises furniture, furnishings, and equipment whether useful or ornamental or both, and wheresoever located at any home or vacation place or elsewhere; all other articles of personal, household or premises use or adornment; and all partial interests in or to any or all of the foregoing.

All decisions as to what particular items of personal property constitute "Article Two Property" shall be made by my executors, notwithstanding any adverse interest of anyone; and my executors' said decisions shall be final.

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Section 2.2 - If my wife Virginia Proctor Bigler (in this will sometimes called my wife "Virginia") shall survive me, I give all Article Two Property to her to be hers absolutely at my death.

Section 2.3 - If my wife Virginia shall not survive me, I give all Article Two Property to such lineal descendants of mine as shall survive me, per stirpes and not per capita, to be theirs absolutely at my death, per stirpes and not per capita.

ARTICLE THREE

If at my death I shall own or be entitled to any obligations of the United States that shall be redeemable at par in payment of my federal estate taxes (called "Article Three Property"), in that case I direct my executors to separate all Article Three Property from the rest of my probate estate, and to set aside and hold the same for application and use according to the provisions of Article Eleven of this will.

ARTICLE FOUR

Section 4.1 - I define "Article Four Property" to be all property of any one or more of the following descriptions of which I may die seized or the owner, viz.:

the house if any that is my principal residence at the time of my death; the real property upon which that house if any is located; any curtilage, premises and acreage used or held therewith; all real properties contiguous or nearly contiguous with the aforesaid real property if any; all buildings, structures, and other improvements and appurtenances upon and to all and each of the aforementioned real properties; and all partial, common, or other interests in any or all of the foregoing.

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At the time of my execution of this will, my principal residence is located at Lake in the Woods, Route #1, Trussville, Alabama 35173, in Section 20, Township 15 South, Range 1 East, Jefferson County, Alabama.

Section 4.2 - If my wife Virginia shall survive me, I give all Article Four Property to her to be hers absolutely at my death. If my wife Virginia shall not survive me, and if both of my children Hugh Patterson Bigler, Jr. and Virginia Kent Bigler Jones shall survive me, in that case I give all Article Four Property to them at my death, to be theirs absolutely in equal shares. If my wife Virginia shall not survive me, and if less than both of my said children shall survive me, all Article Four Property shall be a part of Article Ten Property at my death.

ARTICLE FIVE

Section 5.1 - Definition: the term "Article Five Property" means so much of the following-described property as I shall own at my death, viz.:

the real property located in Shelby County, Alabama, that I own at the time of my execution of this will, and which is the subject of the deed to me from Alabama Mineral Land Company dated September 19, 1951, which is recorded at Book 149, Page 1, of the Deed records maintained in the office of the Judge of Probate of Shelby County, Alabama; and all buildings, structures, and other improvements and appurtenances upon or to any or all such real property; and all partial, common, or other interests in any or all of the foregoing.

Section 5.2 - If my wife Virginia shall survive me, I give to her an undivided thirty per centum (30%) interest in and to all Article Five Property, to be hers absolutely at my death. If my wife Virginia shall not survive me, all Article Five Property shall be a part of Article Ten Property at my death.

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Section 5.3 - The thirty per centum (30%) interest in Article Five Property that is the subject of this Article Five is a different thirty per centum interest, and separate from, that which is the subject of Article Six.

ARTICLE SIX

Section 6.1 - If my wife Virginia shall survive me five (5) months, I give to her an undivided thirty per centum (30%) interest in and to all Article Five Property, to be hers absolutely five (5) months after my death. (If the gift made to my said wife by the preceding sentence of this section shall take effect, the same shall be in addition to the gift made to her by Section 5.2.)

Section 6.2 - If my wife Virginia shall survive me and die within five (5) months after my death, the said gift of the said thirty per centum (30%) interest that is the subject of the preceding Section 6.1 shall lapse forever, and, effective at the time of the death of the second of me and my said wife to die, the same (i.e. the said thirty per centum [30%] interest) shall become subject to the provisions of Section 13.1 of this will to be apportioned as specified in Article Thirteen with respect to such lineal descendants of mine as shall be living at the time of the death of the second of me and my said wife to die, which shall be the Time of Apportionment thereof as stated in Section 13.1.

Section 6.3 - If my wife Virginia shall survive me and die within five (5) months after my death, she shall from the time of my death until the time of her own death have the use of, and the net profits and net income from, the particular aforesaid thirty per centum (30%) interest

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(in Article Five Property) that is the subject of this Article Six.

ARTICLE SEVEN

All such cemetery plots and interests, rights, and licenses in and with respect to cemetery plots, interment, and repose as I shall own or be entitled to at my death I give to my wife Virginia, if she shall survive me, to be hers absolutely at my death; but if my wife Virginia shall not survive me, I give the same to such one or more children of mine as shall be living at my death, to be theirs absolutely at my death but subject, however, to the right, power, and privilege here conferred upon my executors to permit and make provision that my wife Virginia and I, either or both, may at any time be buried or repose in or on any plots to which this article relates.

ARTICLE EIGHT

If Hazel M. Hewes, who has been my faithful secretary for many years, shall survive me, I give her five thousand dollars (\$5,000), absolutely. If Hazel M. Hewes shall not survive me, the aforesaid gift for her shall lapse forever and the amount thereof shall be subject to the provisions of Article Ten of this will.

ARTICLE NINE

If after my death there shall be damage to, or total or partial destruction of, any particular property that is the subject of a gift, bequest or devise made by this will and with respect to which any proceeds of casualty insurance referable to such damage or destruction shall be or become receivable under casualty insurance policies or

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Hazel M. Hewes

rights purchased or acquired by or for me or by or for any executor or trustee of mine, I direct that the person or persons, corporation or corporations, whether my wife Virginia or a trustee of mine or otherwise, entitled to hold or take that same particular property under this will, or a beneficial equitable interest therein, shall also hold, take, have, and receive such insurance proceeds, or a corresponding beneficial equitable interest therein, all as the case may be; and, consistently with the foregoing provisions, I correspondingly give, bequeath, and devise any indicated casualty insurance policies and rights of mine, or of my executors or trustees, together with, and on corresponding terms to accompany, the property to which they relate.

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ARTICLE TEN

Section 10.1 - Definition: The term "Article Ten Property" means the aggregate of all of the following: so much of my probate estate as shall not have been effectively disposed of by operation of earlier provisions of this will; all lapsed gifts, bequests, and devises; all property howsoever said to be or become a part of Article Ten Property; and all property howsoever made subject to the provisions of this article. I declare and direct that the definitions of my probate estate, and of Article Ten Property, that are set forth in this will, shall be construed and given effect in accordance with the intention now declared by me that I do not intend to, and shall not, die intestate with respect to any real or personal property.

Section 10.2 - Out of Article Ten Property I direct my executors to pay all of the following:

(A) All of my debts (including thereamong all debts of mine for the payment of which any life insurance policy on my life, or other personal or real property of mine or in which I shall have an interest at my death, shall at my death be pledged or mortgaged, or otherwise shall stand, as security), and whether or not the payment of any particular debt of mine may be or have been so secured by a pledge or mortgage of personal or real property, or may be the subject of a security interest in any personal or real property, that the said particular debt of mine shall not be required by law to be the subject of a claim by a creditor against my estate or my probate estate, save and except that I do not direct (although I do authorize and permit) my executors to prepay, with or without penalty, any debt of mine not by its terms due at my death.

(B) The expenses of my last illness.

(C) My funeral expenses.

(D) All expenses of executing this will and of the administration and ancillary administration, in any place(s), of my estate, and my probate estate, including, among other things, any expenses of executing this will with respect to property not included in "my probate estate". I declare and direct that any reasonable expenses of insuring, storing, packing, crating, shipping, and delivering any item of personal property included in Article Two Property in connection with effecting delivery of that said item to a legatee at that legatee's residence or place of business in the continental United States, and safekeeping in the meantime, shall be paid out of Article Ten Property as an expense of administration as that term is used in this paragraph (D).

(E) The price of any suitable grave marker or tombstone, either or both, that may be selected for me by my wife Virginia or by children of mine or by my executors.

(F) The amounts of such if any unpaid subscriptions, made or to be made by me during my lifetime for religious, charitable or educational purposes, as shall at the time of my death be evidenced by then-current pledges, to the extent that such subscriptions shall not constitute debts. The respective amounts of all such unpaid subscriptions I give and bequeath, free of all of the taxes, duties and penalties that are subjects

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of Article Eleven, next below, to the person or persons, corporation or corporations, to whom at the time of my death those subscriptions shall purport to be payable; and I empower my executors, in the absolute discretion and uncontrolled judgment of my executors, to determine what constitutes a "subscription", and a "religious, charitable or educational" purpose, and a "then-current" pledge, as those quoted terms are used in this paragraph (F).

ARTICLE ELEVEN

I direct my executors to pay all federal, state, and other death taxes and death duties including, without limitation, all estate, inheritance, legacy, transfer, and succession taxes (and all penalties referable to any such aforesaid taxes or duties) imposed upon or with reference to my death, or with reference to my probate estate or my taxable estate, or upon or with reference to any gift, bequest, devise, legacy or transfer effected by this will or effected by some instrument other than this will by or through or under which any person or persons shall by right of survivorship of me acquire an interest in some property of which some or all of the value shall be subject to death taxes or death duties in my taxable estate, or imposed upon the recipient of any such aforesaid gift, bequest, devise, legacy or transfer, and including without limitation all such taxes, duties, and penalties arising out of or resulting from the inclusion in my estate for death tax purposes of any property, power, right, or interest or the value of any property, power, right, or interest (whether the same shall or shall not be a part of my probate estate, or shall or shall not be disposed of or exercised by this will), or arising out of or resulting from the fact that property (including without limitation life insurance policies or the proceeds thereof) has been given, bequeathed, devised or transferred by me by any means. All of

the federal, state, and other death taxes and death duties that are subjects of the preceding provisions of this article shall be paid by my executors out of and in diminution, or if need be complete exhaustion, of Article Three Property, and, if Article Three Property shall be insufficient for that purpose, thereupon out of such balance of Article Ten Property as shall remain after giving effect to the provisions of Section 10.2; and I charge the said Article Three Property, and that said balance of Article Ten Property, with all such taxes, duties, and penalties, so that there is extinguished each and every right to any contribution from, recourse to, or proration or apportionment among, any person or persons, corporation or corporations, to reimburse my executors or my probate estate or my residuary estate on account of any such taxes, duties, and penalties, which right might exist by virtue of statute or otherwise were it not for this provision in this article. In aid of the preceding provisions of this article I also declare and direct that all gifts, bequests, and devises made by any provision of this will preceding this article, save and except Article Three, shall be exonerated from and free of all of the aforesaid death taxes, death duties, and penalties, and shall not be caused or permitted to bear, or indirectly or directly to contribute to the payment of, any of the taxes, duties, and penalties that are subjects of the provisions of this article. Any balance of Article Three Property not required to be appropriated to the payment of the taxes, duties, and charges that are subjects of the foregoing provisions of this article shall, effective at my death, constitute a part of my "residuary estate", and shall be subject to all of the provisions of Article Twelve of this will.

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John P. Guler

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ARTICLE TWELVE

Section 12.1 - So much Article Three Property, and so much Article Ten Property, as shall not in fact be required to be appropriated to the execution of Section 10.2 and Article Eleven of this will, shall at my death constitute my "residuary estate", which I dispose of according to later appropriate provisions of this article.

Section 12.2 - If my wife Virginia Proctor Bigler shall survive me, my residuary estate shall constitute a trust estate which, effective at and upon my death, I give, bequeath, and devise to my trustees named hereafter in this will to take, hold, stand possessed of, actively manage, invest, reinvest, distribute, apply and deal with, administer, and dispose of the same, and with the net income thereof, as follows:

(A) During the lifetime of my said wife Virginia after my death, my trustees shall pay to, or apply to or for the benefit or the account of, my said wife Virginia, in convenient periodic installments that shall be as nearly equal to each other as possible, and not less often than quarterly, the entire net income of the said trust estate. And if and whenever, upon any one or more occasions during the lifetime of my said wife Virginia after my death, my trustees other than my wife Virginia shall determine that the net income of the said trust estate, when considered and taken together with such other moneys and property (both principal and income) as shall be directly and indirectly available to my said wife (or available for application to or for her benefit or her account or otherwise available from all other sources for her support and maintenance) shall be insufficient to provide my said wife with support and maintenance according to the same standard of support and maintenance to which she shall be accustomed at the time of my death, my trustees shall from time to time irrevocably pay over to my said wife, or apply to or for her benefit or her account, from and out of the principal of the said trust estate, so much (if any) of the principal thereof as my trustees

Handwritten signature: Virginia P. Bigler

other than my said wife Virginia may in their absolute and uncontrolled judgment and discretion deem appropriate and desirable to insure that my said wife Virginia shall be supported and maintained according to the same standard of support and maintenance to which she shall be accustomed at my death. If and to the extent that the principal of the aforesaid trust estate shall be invaded as aforesaid for the support and maintenance of my said wife Virginia as provided in the preceding sentence, the principal of that trust estate shall, upon each and every such invasion, be and be deemed to be permanently and irrevocably reduced by the amount thereof, so that such dispositive provisions of this will as shall then or thereafter relate to the principal of the said trust estate shall relate to the principal thereof as from time to time so reduced by such invasions; and no such invasions shall be recouped or made good from any source, whether in the same trust-accounting year of any particular invasion or in any other trust-accounting year. All powers and discretions vested, or deemed to be vested, in my trustees other than my wife Virginia, according to the two preceding sentences hereof, shall be so construed and given effect that my said wife Virginia shall not have any power to compel any invasion of principal of the aforesaid trust estate for the purposes to which the said two preceding sentences of this paragraph relate. At such if any time as my wife Virginia shall be sole trustee of the trust that is the subject of this paragraph (A), there shall be no invasions of the principal thereof.

(B) At all times and from time to time during the lifetime of my said wife Virginia after my death, she shall have the power, by one or more deeds in each case to be executed and delivered during her lifetime after my death, and explicitly identifying this particular will of mine by the date hereof, to appoint any or all of the then-principal of the said trust estate as the same shall exist from time to time, within the limitations imposed by law and those stated hereinafter, to or among or for the benefit of any one or more of the following defined group of persons and to the exclusion of none, some, or all but one of the persons composing that group, viz.: any lineal descendants of mine, whenever heretofore born or hereafter to be born (of whatever degree); and the spouses, whenever heretofore born or hereafter to be born, of the said lineal descendants of mine. To be effective, any deed purporting to exercise the power of appointment conferred by the preceding provisions of this paragraph (B) must be in a form complying with and satisfying the requirements imposed at that time by the law of Alabama for a deed making effective conveyance of real property located in Alabama. Upon the death of my said wife Virginia, after my death, my trustees shall stand possessed

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of the then-principal of the said trust estate in trust for such interests, legal or equitable, and in such equal or unequal proportions, shares or parts as my said wife may by her last will and testament or codicil thereto (whenever to be executed after my death, and explicitly identifying this particular will of mine by the date hereof) validly and effectively appoint, within the limitations imposed by law and those stated hereinafter, to or among or for the benefit of any one or more of the following defined group of persons and to the exclusion of none, some, or all but one of the persons composing that group, viz.: any lineal descendants of mine, whenever heretofore born or hereafter to be born (of whatever degree); and the spouses, whenever heretofore born or hereafter to be born, of the said lineal descendants of mine. (It shall be an additional and overriding limitation, however, that my said wife shall not have or hold or exercise, with respect to any part of the principal of the trust estate to which the provisions of this paragraph (B) relate, any power, which, if had or held or exercised by her, would require the inclusion of that part of the principal of the said trust estate in her federal gross estate by operation of Section 2041 of the United States Internal Revenue Code of 1954 or any similar or corresponding provision of the same or any other code or of any other federal or Alabama statute. Thus she may not validly or effectively appoint any part of the principal of the said trust estate to herself, or to any creditor of hers, or to her estate, or to any creditor of her estate. Also, I here declare and provide that neither the special limited power of appointment by deed, nor the special limited testamentary power of appointment, defined by foregoing provisions of this paragraph, is intended by me to permit, and I declare that neither of them shall be so construed or given effect as to permit, my said wife to make, or to attempt to make, any appointment that constitutes a violation or an attempted violation of the Rule against Perpetuities or any rule of law relating to the permissible duration of a trust or power.)

(C) At and upon the death of my said wife Virginia after my own death, so much (which may be all if any) of the then-principal of the aforesaid trust estate that shall be subject to my said wife's aforesaid special limited testamentary power of appointment as shall for any reason not be effectively disposed of by the valid and effective exercise by her of that special limited testamentary power of appointment (the "unappointed part" of that principal) shall, at and upon the death of my said wife after my own death, be and become subject to the provisions of Section 13.1 of this

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will to be apportioned as specified in Article Thirteen with respect to such lineal descendants of mine as shall be living at the time of the death of my said wife Virginia Proctor Bigler after my death, which shall be the Time of Apportionment thereof as stated in Section 13.1.

Section 12.3 - If my said wife shall not survive me, in that event all my residuary estate shall, effective at the time of my death, be and become subject to the provisions of Section 13.1 of this will to be apportioned as specified in Article Thirteen with respect to such lineal descendants of mine as shall be living at the time of my death, which shall be the Time of Apportionment thereof as stated in Section 13.1.

ARTICLE THIRTEEN

Section 13.1 - In this article, the time as at which any particular property (the "designated property") shall be made subject to this section to be apportioned with respect to certain lineal descendants of a particular deceased person (the "designated decedent") shall be called the "Time of Apportionment" of that designated property; and, effective as at that Time of Apportionment, the disposition of the said designated property shall be governed by all appropriate provisions of all sections of this article. For all of the purposes of this article and of any other provisions of this will related to or dependent upon the meaning of this article, a particular subject person shall be deemed to be "living" at a particular time, and to have survived any other person dying at a particular time, if that same said particular subject person shall be in life at that same particular time, or if he or she shall have been conceived before that same particular time and born alive after it.

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Section 13.2 - Effective as at the Time of Apportionment, I declare the designated property to be apportioned into shares with respect to the then-living lineal descendants, whenever born, of the designated person, per stirpes and not per capita. In aid of my intention that any such apportionment shall be strictly per stirpes, and not per capita, I declare that no share, of whatever size, of the designated property, shall be declared or be deemed to be so apportioned at the Time of Apportionment with respect to any particular living person unless such if any ancestors of that same particular living person as shall have been lineal descendants of the designated person shall all have died at or before that same Time of Apportionment.

Section 13.3 - Effective as at the particular Time of Apportionment when a particular designated property is said to be made subject to the first section of this article, each particular share (of whatever size) of that same particular designated property that shall be required to be apportioned according to the second section of this article with respect to a particular person who shall be living at that same particular Time of Apportionment shall constitute the principal of a trust estate (sometimes called a "share trust") of which that same particular person shall constitute the "initial beneficiary", and which is sometimes referred to as "his or her" "trust", or "share trust", or "trust estate", and which, effective as at the Time of Apportionment, I give, bequeath, and devise to my trustees hereafter named to take, stand possessed of, hold, actively manage, invest, reinvest, distribute, apply, and actively deal with, administer, and dispose of the same, and the income thereof, upon

Robert P. Baker

and subject to the applicable trusts, terms and conditions stated and referred to in the applicable sections of this article. Each such share trust, as it shall exist from time to time, and whether or not there shall have been a complete or separate appropriation thereto of the particular property belonging thereto or therein, shall constitute the principal of a separate trust; and each particular such share trust shall for all purposes be and be deemed to be created in interest and fully established at the particular Time of Apportionment as at which the share constituting the principal of that same particular share trust is declared by the second section of this article to be apportioned with respect to the apportionee who shall be its initial beneficiary. Thus the full and complete apportionment of any particular designated property made pursuant to the earlier sections of this article shall for all purposes be deemed to be effectively completed in interest at the particular Time of Apportionment as at which that apportionment is declared to be made. Every share trust created by this will shall be governed by one of paragraphs (A) and (B) of the sixth section of this article.

Section 13.4 - If the second section of this article should make an apportionment of some share of designated property as at a particular Time of Apportionment with respect to a person (an apportionee) who shall already be the initial beneficiary of a theretofore pre-existing and then-existing share trust estate created by operation of this article at an earlier Time of Apportionment, and to be held on exactly the same terms as the said pre-existing and then-existing share trust estate, in that case the said share of designated property so apportioned at the said later Time of Apportionment (the "new share") shall merely augment the principal of the

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said pre-existing and then-existing share trust estate, and effective at that said later Time of Apportionment I give, bequeath, and devise the said new share to the trustees of the pre-existing and then-existing (the "augmented") trust estate accordingly, to be deemed at that time to have become a part of the principal of the augmented share trust for the benefit of its then-present and then-future beneficiaries.

Section 13.5 - If this will should cause two or more share trusts to be established as at the same point in time for the same initial beneficiary and on exactly the same terms, my trustees are authorized, but not directed, to merge any two or more such trusts and thereafter treat the merged trusts for all purposes as one trust alone.

Section 13.6

(A) This paragraph governs each share trust (when-ever established) whose initial beneficiary shall be living at my death. The time of termination thereof shall be when its initial beneficiary shall attain the age of thirty (30) years or sooner die, and the principal of such a share trust shall vest absolutely in interest in its initial beneficiary at the Time of Apportionment or at the time he or she attains the age of thirty (30) years, whichever is later. When the principal of a share trust shall so vest in its initial beneficiary it shall so vest in him or her free and clear of any trust under this will, and shall thereupon be distributed and paid over to him or her. Until the termination of his or her trust estate, the said principal shall be retained by my trustees, who shall hold and deal with the same according to the eighth section of this article while he or she shall continue to live without having attained the age of twenty-one (21) years,

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and according to the ninth section of this article while he or she shall continue to live after having attained the age of twenty-one (21) years.

(B) This paragraph governs each share trust whose initial beneficiary shall not be living at my death, i.e., who shall not have been born or conceived during my lifetime. Such a share trust shall terminate at the earliest of

- (i) The time when the initial beneficiary shall attain the age of twenty-one (21) years;
- (ii) The time when twenty-one (21) years shall have elapsed after the death of the last to die of the group of persons composed of my wife and of every person who, being a descendant of any grandparent of mine, shall be living at my death; and
- (iii) The time of the initial beneficiary's own death.

Until the termination of his or her trust estate, the principal thereof as constituted from time to time shall be retained by my trustees, who shall in all respects deal therewith according to the provisions of the eighth section of this article.

John P. Baker

Section 13.7 - If the initial beneficiary of any share trust created by this article shall survive the time of termination thereof, then and in that event, and effective at that time of termination, the entire then-principal of his or her share trust, real property and personal property alike, together with all accumulated and other income of his or her trust estate, shall vest absolutely in interest in him or her, and, subject first to the payment therefrom by my trustees of any charges due to be paid, or appropriately payable, therefrom, by or for my trustees, including such charges referable to, or

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precipitated by, the said termination, shall forthwith be distributed and paid over to him or her free and clear of any trust under this will, whereupon my trustees shall stand discharged with respect to that particular trust estate. If the initial beneficiary of a share trust shall not survive the time of termination thereof, however, then and in that event, and at and upon his or her death, first, all current net income of his or her share trust referable to the period during which he or she shall have been alive during the trust-accounting period in which he or she shall have died, and whether or not already reduced to possession by my trustees, shall, subject first to the payment therefrom by my trustees of any valid charges due to be paid, or appropriately payable, therefrom, by or for my trustees, including those referable to, or precipitated by, the said termination, vest absolutely in interest in the initial beneficiary's executors or administrators, for and as a part of his or her own probate estate, and shall be distributed and paid over to them free and clear of any trust under this will; and, second, the trustees of his or her share trust shall stand possessed of the then-principal of his or her share trust and the income to be produced therefrom subsequently, in trust for such legal or equitable interests as he or she, if a "competent appointing beneficiary" as that term is used in the tenth section of this article, may by his or her last will and testament or codicil thereto validly and effectively appoint by exercise of the special limited testamentary power of appointment defined in the tenth section of this article. So much of the principal of any particular share trust, as its principal shall be constituted at and upon the death of its initial beneficiary, as, whether validly

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appointable or not, and whether the initial beneficiary shall or shall not be a "competent appointing beneficiary", shall for any reason not be effectively appointed by the valid and effective exercise of that power by that initial beneficiary (the "deceased initial beneficiary"), shall constitute the "unappointed part" of that principal of that share trust, and the same shall, at and upon the time of the death of the deceased initial beneficiary (which shall be the Time of Apportionment), constitute designated property that shall then be subject to the provisions of the first section of this article, to be apportioned with respect to the lineal descendants of a designated decedent, who shall be:

- (i) the said deceased initial beneficiary, if there shall be any lineal descendant of his or hers living at the Time of Apportionment with respect to whom any apportionment can be made according to any of the first two sections of this article; otherwise
- (ii) the nearest ancestor of the deceased initial beneficiary (i.e. the ancestor of the deceased initial beneficiary most closely related to him or her) who shall have been both (a) a lineal descendant of my parents, and (b) the ancestor of at least one person who shall survive the deceased initial beneficiary, i.e. be living at the said Time of Apportionment.

Section 13.8

(A) While the initial beneficiary of a share trust shall before its termination continue to live without having attained the age of twenty-one (21) years, that share trust shall be governed by this section.

(B) For and during the period that any particular share trust shall be subject to the provisions of this eighth

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section of this article, my trustees shall pay to its initial beneficiary, or apply to or for his or her benefit or his or her account, so much, which may be all, of the current net income of his or her said trust estate, and upon exhaustion of the current net income so much, which may be all, of the principal of his or her said trust estate, as my said trustees may in the absolute discretion and uncontrolled judgment of my trustees deem appropriate or reasonable or desirable to provide for his or her full, complete, and adequate support, and maintenance, including the cost of medical care and medical insurance of any kind, and education, and shall retain in trust the residue, if any, of such current net income and once each trust-accounting year irrevocably add the same to the principal of the same particular trust estate from which the said current net income shall have been derived. In deciding from time to time how much current net income, and upon exhaustion of the current net income how much principal, of a particular trust estate, shall be used to support, maintain, and educate its said initial beneficiary as aforesaid, my trustees shall have only such if any regard as my trustees may in the absolute discretion and uncontrolled judgment of my trustees choose to have for such other moneys and property (whether the same may constitute income or principal) as may or might be directly or indirectly available from other sources to be used by anyone to support, maintain, or educate that same beneficiary as aforesaid; and the purposes for which the principal of a particular trust estate may be used during the time that that trust estate is governed by this section shall coincide with, and hence be as broad as, the purposes for which its current net income may be used during

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that same time. If, during the applicability of this section, my trustees shall at any time or times decide in the absolute discretion and uncontrolled judgment of my trustees that no current net income or principal, either or both, of any particular said trust estate, is to be paid or applied for the purposes dealt with by this section, such decisions by my trustees shall be conclusive unless made in demonstrably bad faith. My trustees shall have full power to construe the provisions of this section, and their constructions shall be final.

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John O. Baker

Section 13.9 - While the initial beneficiary of a share trust shall before its termination continue to live after having attained the age of twenty-one (21) years, my trustees shall pay to the initial beneficiary thereof, or apply to or for his or her benefit or his or her account, in convenient periodic installments that shall be as nearly equal to each other as may be, and not less often than quarterly, the entire current net income of his or her share trust. And while this section shall apply to any particular share trust, my trustees shall from time to time and at all times have power to decide that one or more invasions of the principal thereof shall be made by my trustees to relieve in whole or in part (but only to such if any extent as shall be deemed appropriate by my said trustees in their absolute discretion and uncontrolled judgment) any emergency needs of the initial beneficiary thereof, or of any spouse of his or hers, or of any child of his or hers who shall in fact or in law be dependent upon him or her, for support and maintenance including the cost of medical care and medical insurance of any kind. No such invasions of principal shall constitute debts of anyone, nor shall any amounts thereof be recouped, whether out of income or otherwise,

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in the then-current trust-accounting period or any other period. As the term "emergency needs" is used in this section it shall be so construed and given effect as to designate only those needs that originate either with great suddenness or in unusual adversity, or both; and in the determination of the existence or extent of either or both of those matters my trustees shall be the sole judges.

Section 13.10

(A) Wherever an earlier provision of this will shall confer upon a particular beneficiary of a particular share trust a special limited testamentary power of appointment, as defined in this section, over principal of that trust, and wherever that said particular beneficiary shall be a "competent appointing beneficiary", as that term is defined in paragraph (B) of this section, my trustees shall, at and upon the death of that same particular competent appointing beneficiary, stand possessed of that said principal in trust for such interests, legal or equitable, and in such equal or unequal proportions, shares or parts as he or she may by his or her last will and testament or codicil thereto (whenever to be executed after my death, and explicitly identifying this particular will of mine by the date hereof) validly and effectively appoint, within the limitations imposed by law and those stated hereinafter, to or among or for the benefit of any one or more of the following defined group of persons and to the exclusion of none, some, or all but one of the persons composing that group, viz.: his or her spouse if any; any lineal descendants of mine, whenever heretofore born or hereafter to be born (of whatever degree) except that same particular competent appointing beneficiary himself/herself; and the spouses, whenever heretofore born

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or hereafter to be born, of the said lineal descendants of mine. (It shall be an additional and overriding limitation, however, that no such beneficiary shall have or hold or exercise, with respect to any part of the principal of his or her share trust estate to which this section relates, any power which, if had or held or exercised by him or her, would require the inclusion of that part of the principal of his or her said share trust estate in his or her federal gross estate by operation of Section 2041 of the United States Internal Revenue Code of 1954 or any similar or corresponding provision of the same or any other code or of any other federal or Alabama statute. Thus he or she may not validly or effectively appoint any part of the principal of the said share trust to himself or to herself, or to any creditor of his or hers, or to his or her estate, or to any creditor of his or her estate. Also, I here declare and provide that the special limited testamentary power of appointment defined by this section is not intended by me to permit, and shall not be so construed or given effect as to permit, a beneficiary to make, or to attempt to make, any appointment that constitutes a violation or an attempted violation of the Rule against Perpetuities or any rule of law relating to the permissible duration of a trust or power.)

(B) A particular beneficiary of a particular share trust shall be a "competent appointing beneficiary", as that term is used in the seventh section of this article and in the preceding paragraph (A) of this section, if that same particular beneficiary shall die before the point in time that shall fall exactly twenty-one (21) years after the time of the death of the last to die of the group of persons composed of my wife and every person who, being a descendant

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of any grandparent of mine, shall be living at my death. If a particular beneficiary of a particular share trust shall not be a "competent appointing beneficiary", then and in that event the entire principal of his or her said particular share trust shall, at and upon his or her death, constitute the "unappointed part" thereof.

ARTICLE FOURTEEN

I constitute and appoint my wife Virginia Proctor Bigler, my son Hugh Patterson Bigler, Jr., and my daughter Virginia Kent Bigler Jones, and the survivors and survivor of them, as trustees of each and every trust and trust estate created by this will. If it shall occur that all of those persons shall predecease me, or that none of them shall qualify as trustee, or that every such one of them as shall qualify as trustee shall, after so qualifying, die, resign, or become incapable of acting, in that case I constitute and appoint The First National Bank of Birmingham, Birmingham, Alabama, as trustee of each and every then-subsisting trust and trust estate created by this will, and of each and every trust and trust estate created thereafter by operation of this will at the direction of me. At all times and from time to time after my death, each of my said wife, my said son, and my said daughter, and they in any combination(s), irrespective of how many of them may in fact qualify as trustee(s), shall have power to constitute and appoint the said The First National Bank of Birmingham as an additional trustee of any particular trust, trusts, trust estate, or trust estates then subsisting or thereafter to be created at the direction of me by operation of this will. The aforesaid power so to constitute

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and appoint the said The First National Bank of Birmingham as trustee shall be exercised, if at all, by the execution, by the person or persons (my said wife, my said son, and my said daughter, any or all as the case may be from time to time, and irrespective of how many of them may be trustee(s) at any particular time), of a document fairly expressing the purpose and intention of undertaking to exercise the said power and in pursuance thereof to constitute and appoint the said bank as a trustee of the particular trust(s) or trust estate(s) in question, and by the filing of the said document for record in that place at which at that time it shall be necessary to file for record conveyances of real property located in the City of Birmingham in order to constitute constructive notice to the public of such conveyances. Upon the filing for record of any such document so constituting and appointing the said bank as a trustee, and without more, that bank shall be and become trustee of the particular trust(s) or trust estate(s) in question, and together with the other then-trustee(s) of the said particular trust(s) or trust estate(s) in question, shall thereupon and forthwith have, hold, own, and possess the same, and the properties therein, jointly with the other then-trustee(s), and upon and subject to the same terms and conditions incumbent upon, and with the same rights, powers, and duties incumbent upon, the trustee(s) as constituted before the addition of the said bank as an additional trustee, and the trustees of that particular trust or trust estate shall be, then-trustee(s) as constituted before the addition of the said bank, and the said bank, and the survivors and survivor of all thereof.

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ARTICLE FIFTEEN

I nominate, constitute, and appoint my wife Virginia Proctor Bigler, my son Hugh Patterson Bigler, Jr., and my daughter Virginia Kent Bigler Jones, and the survivors and survivor of them, as executors of this will. If it shall occur that all of those persons shall predecease me, or that none of them shall qualify as executor, or that every such one of them as shall qualify as executor shall, after so qualifying, die, resign, or become incapable of acting, in that case I nominate, constitute, and appoint The First National Bank of Birmingham, Birmingham, Alabama, as executor of this will. After my death, each of my said wife, my said son, and my said daughter, and they in any combination(s), irrespective of how many of them may in fact qualify as executor(s), shall have power to constitute and appoint the said The First National Bank of Birmingham as an additional executor of my will. The aforesaid power so to constitute and appoint the said The First National Bank of Birmingham as an executor shall be exercised, if at all, by the execution, by the person or persons (my said wife, my said son, and my said daughter, any or all as the case may be, and irrespective of how many of them may be executor(s)), of a document fairly expressing the purpose and intention of undertaking to exercise the said power and in pursuance thereof to constitute and appoint the said bank as an executor of this will, and by the filing of the said document for record in that place at which at that time it shall be necessary to file for record conveyances of real property located in the City of Birmingham in order to constitute constructive notice to the public of such conveyances. Upon the filing for record of any such document so constituting and appointing the said

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bank as an executor, and without more, that bank shall be and become an executor, and shall thereupon and forthwith have, hold, own, and possess the same properties, jointly with the other then-executor(s), and upon and subject to the same terms and conditions incumbent upon, and with the same rights, powers, and duties incumbent upon, the executor(s) as constituted before the addition of the said bank as an additional executor.

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ARTICLE SIXTEEN

If a corporation shall act as an executor or as a trustee, or both, under this will, at a time or times when there shall also be, so serving, a natural person who by the terms of this will is declared to be expected by me so to serve without compensation, the said corporation shall be entitled to compensation that shall be "reasonable" under the law and the facts, and shall be entitled to receive, as compensation for its services as a fiduciary in any particular capacity, an amount not to exceed what it would have received therefor had there been no co-fiduciary in that same particular capacity during the period of its services in that said capacity.

ARTICLE SEVENTEEN

Section 17.1 - References in this will to "trustees" in the plural shall be deemed to designate whatever one or more natural persons, and the corporation, either or both, shall from time to time in fact be acting in the trusteeship capacities created by this will. References capable of being interpreted to indicate a "corporate trustee" shall be deemed to designate The First National Bank of Birmingham.

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Section 17.2 - I expect any natural person serving in any trusteeship capacity created by this will so to serve without compensation, but I direct that every trustee of mine, whether or not serving without compensation, shall be reimbursed and made whole in full from the appropriate trust or trust estate for all costs, expenses, and disbursements reasonably paid or incurred by such a trustee in executing the trust provisions of this will and in the administration of the various trusts and trust estates created by this will, including all such costs, expenses, and disbursements reasonably paid or incurred in caring for any such trust or trust estate, or in protecting any of the same from loss or damage by any casualty, force or hazard, or in protecting any trustee or beneficiary or taker under this will from any loss or liability referable to any such trust or trust estate or to any share, part or asset of any trust or trust estate or the use of any thereof.

Section 17.3 - References in this will to my "executors" in the plural shall be deemed to designate whatever one or more natural persons, and the corporation, either or both, shall from time to time be acting in the executorial capacities created by this will.

Section 17.4 - I expect any natural person serving in any executorial capacity created by this will so to serve without compensation, but I direct that every executor of mine, whether or not serving without compensation, shall be reimbursed and made whole in full from my probate estate and the appropriate part thereof, or from an appropriate trust or trust estate, for all costs,

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expenses, and disbursements reasonably paid or incurred by such an executor in the execution of this will or the administration of my estate, including all such costs, expenses, and disbursements reasonably paid or incurred in caring for my probate estate or any trust or trust estate or any share, part or asset of any thereof, or any property whose disposition is effected by this will, or in protecting any of the same from loss or damage by any casualty, force or hazard, or in protecting any executor or trustee or beneficiary or taker under this will from any loss or liability referable to my probate estate or any share, part or asset thereof or the use of any thereof.

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Shirley D. Baker

Section 17.5 - Subject to the provisions of the last sentence of this section, I declare and direct that, at all times during the execution of this will and the administration of my estate and of my probate estate, my executors shall have and may exercise all the powers and discretions, and shall have the benefit of all the immunities, that are granted to or conferred upon my trustees by any provision of this will (whether or not contained in Article Nineteen) or that are otherwise granted to or conferred upon my trustees by law; and in aid of the provisions of this section I declare and direct that the provisions of Article Nineteen shall be construed and given effect to confer upon my executors the same powers, discretions, and immunities conferred upon my trustees by those provisions, and to do so with respect to my probate estate and any other properties whose disposition is effected by this will whether any trust(s) or trust estate(s) shall or shall not in fact be created, or be due to be created, under this will. However, no person or corporation who shall be, or who shall be chargeable as if he or

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she or it were, both an executor and a trustee, shall as executor have or hold or exercise any power, immunity, or discretion denied to, or not conferred upon, him, her, or it, as trustee.

ARTICLE EIGHTEEN

If any person to whom or for whose benefit or account any money or property is to or may be paid or distributed under any provision of this will shall at the time of such payment or distribution be under the age of twenty-one (21) years, my executors or trustees, either or both as the case may be, may pay or distribute such money or property (whether it constitute income or principal or both) to that person, or to his or her guardian if any, or may pay or distribute the same to some third party for the benefit or the account of the person under the age of twenty-one (21) years; and the receipt of the person or persons, corporation or corporations, to whom such money or property shall be so paid or distributed shall discharge all executors and trustees with respect to all amounts of money and property to which the receipt relates.

ARTICLE NINETEEN

Section 19.1 - It is my intention, and I declare, that the powers, discretions and immunities of my trustees, whether conferred by law or by this will, shall apply and be exercisable with respect to singly and collectively each and every property, property right and interest in property of any and every kind, nature, character and description that may at any time or from time to time be subject to any

Wm. P. Butler

provision of this will, and whether or not any or all of the same shall at any particular time be subject to the terms of any particular trust; and in aid of construction of the foregoing declaration of my aforesaid intention, I further declare that the term "trust estate", as it is used throughout this article, designates singly and collectively each and all of the following, viz.: each and every such aforesaid property, property right and interest in property; my probate estate; each and every trust created by this will by whatever name any such trust may be called by anyone; and each and every part, share and asset of each and every such trust. All powers, discretions, and immunities vested in or conferred upon any executor or trustee are administrative and fiduciary powers, discretions, and immunities, and shall not be so construed or given effect as to constitute powers of appointment. All such powers, discretions, and immunities shall be exercised impartially, and only in the interests of the person or persons, corporation or corporations, beneficially interested and to be interested in and under this will, and no such power, discretion, or immunity shall be deemed available, or exercised, for the personal benefit of any executor or trustee except impartially or in valid consequence of rights conferred by substantive dispositive provisions of this will.

Section 19.2 - I declare that, in the course of executing this will and administering my estate and the trusts created by this will, my trustees shall at any and all times and from time to time have, and may exercise, in and by means of public or private transactions and devices, personally or by attorney-in-fact or by agent, without previous or other approval or order of any court, and without

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previous or other notice to or consent by anyone, each and all of the following powers, discretions and immunities in addition to any similar or dissimilar powers, discretions, and immunities that may otherwise be conferred upon my trustees by law, all of which shall be broadly construed:

(1) To accept and receive in kind from me or my estate or any executor, administrator, or other personal representative of mine, and to retain without limitation as to time, and by purchase, exchange, or otherwise in any way whatever to acquire, whether for the purpose of investment or reinvestment or for any other purpose, investments and reinvestments in any property of any kind, nature, character or description, real, personal, or mixed and wheresoever situate, whether domestic, foreign or alien, and whether or not any or all of the same may be described as or deemed permissible for executors or trustees under any existing or future laws of the State of Alabama or any other State or the United States or under the rules or decisions of any court or under any rule of policy anywhere, save and except that my trustees shall not acquire as an investment any stock in any regulated investment company;

(2) To retain, make, hold, and dispose of investments and reinvestments, however or from whomever received or acquired, without regard to any actual or potential lack of diversification of such investments;

(3) To hold any or all stock, securities and other paper whatever in bearer form, and to hold any or all stock, securities and other paper whatever, and any or all personal property, and any or all real property, in the name of my executors and trustees or any one or more of either or both thereof, or in the name or names of some other person or persons, corporation or corporations, all without disclosing any fiduciary relationship;

(4) To make any agreements or contracts whatever with respect to, grant options upon, sell, exchange or otherwise in any way whatever dispose of, lease, lease with options attached, and to convey, transfer, assign, set over, and deliver, any part, component part, share or asset of the trust estate for such consideration, on such terms and conditions whether negotiated in public or private, and for such a period or periods of time (even though it or they may or does or do extend beyond the term of the execution of this will or the administration of my estate or the term of any applicable trust) as my trustees may in the discretion and judgment of my trustees deem necessary or desirable;

(5) To convert any or all real property into other real property, or into personal property, or partly into real property and partly into personal property, and to convert any or all personal property into other personal property, or into real property, or partly into personal property and partly into real property;

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(6) To manage, operate and administer any or all real properties and interests in real property from time to time or at any time constituting a part of the trust estate; and to declare and adjust the boundaries thereof;

(7) At any time and from time to time to do any one or more of erecting, repairing, maintaining, tearing down, and replacing any improvements placed or to be placed upon any real property from time to time or at any time constituting a part of the trust estate;

(8) To manage, and by general or limited proxy with or without full power of substitution to vote or cause or permit to be voted, all stock, securities, and rights and interests evidenced by any other type of paper whatever in any public or private corporation, trust or association with reference to all matters ordinary and extraordinary, including without limitation any or all of the following: the borrowing of money for long terms or short terms; the issuance or retirement of any such aforesaid stock, securities or other paper; the sale, exchange, or other disposition of some or all assets; conversion, consolidation, merger, recapitalization, dissolution, liquidation, and any other transactions, including reorganization, of any character whatever, and whether or not in Bankruptcy (provided, however, that no bank that shall be the, or a, executor or trustee, under this will, shall, while occupying that fiduciary office, vote any stock of any one-bank or registered-bank holding company that shall itself own stock in any trustee bank; such stock shall, instead, be voted by my said wife, or by my oldest living lineal descendant who shall not decline to vote it);

John P. Baker

(9) Alone or with any one or more others to do any one or more of proposing, joining in, opposing, dissenting from, becoming a party to, participating fully or partially or not at all in, and carrying out, any formal or informal plan relating to any one or more of the matters just referred to, or of any other character whatever, affecting any public or private corporation or other business unit any of whose property, stock, securities or other paper whatever, or any interest in which, may be subject to the terms of this will or otherwise included in the trust estate; and in connection or not in connection with any of the foregoing to pay any assessment or expenses deemed advisable for the protection of the interests of any executor or trustee of mine in that capacity, or of the trust estate and the beneficiaries of this will; and in connection or not in connection with any of the foregoing to deposit any or all stock, securities, and other paper whatever with any protective committee, depository or trustee on any terms whatever and for any long or short period(s) of time whatever;

(10) To borrow or lend or advance money or credit with or without security, and to give, obtain or retain security for loans by mortgage, pledge, security interest, or other means;

(11) On unchanged or changed terms, and at any time or times at or before or after which any loans or other indebtedness shall be or become or have become due, to renew or extend loans or any other indebtedness, however

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evidenced, at any time owing by or to me or my estate or the trust estate or any executor or trustee of mine;

(12) To compromise, compound, settle, adjust, or submit to arbitration, any matter of dispute;

(13) To institute, prosecute, defend, and by intervention or otherwise to become a party to, and to participate in, any formal or informal actions, suits or proceedings whether at law, in equity, in admiralty or merely administrative, and whatever the jurisdiction or office or authority of the court, body of person(s) before or by whom the same are conducted;

(14) To fix, maintain, and change the accounts, bookkeeping systems, and accounting systems by means of and according to which, and the calendar or other (fiscal) periods with respect to which, records shall be made of the administration of my estate and of the various trusts created by this will, and the income, net income, and capital changes thereof determined, and the tax returns (of all kinds) thereof executed and filed;

(15) From time to time and at any time before distribution, but within a time permitted by law, to assign and transfer and to join with one or more others in assigning or transferring, to a voting trustee or trustees who may be or include any executor(s) or trustee(s) of mine, any or all shares of stock in any public or private corporation that may from time to time or at any time comprise a part of the trust estate or be subject to any provision of this will; to select, or to join with one or more others in selecting, the voting trustee or trustees; and to propose, negotiate, fix, consent to, and change, the voting trustee or trustees, the terms, and any or all of the conditions and provisions for, upon, and subject to which any such shares of stock shall be held by the voting trustee or trustees;

(16) To remove from and to procure the removal from and to consent to the removal from, the State of Alabama, and to locate and to procure to be located and to consent to be located, anywhere, any part, share or asset of the trust estate;

(17) By incorporation, reincorporation, dissolution, liquidation, sale, exchange, or reorganization of any character, or any repetition(s) or combination(s) of the foregoing, to change the style or form, or both, of the ownership or the conduct of any business or venture included at any time(s) in, the trust estate; and

(18) To keep the trust estate insured against casualty, and to insure the owners thereof, those beneficially interested therein, and users thereof, against loss or damage with reference to the same and the use thereof.

ARTICLE TWENTY

Section 20.1 - No person or persons, corporation or corporations dealing with any executor or trustee of mine

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John P. Green

shall be under any obligation, duty or liability to notice or inquire into the power or authority of such an executor or trustee to do any act done or attempted or sought to be done in the performance of any duty or in the exercise of any discretion which by this will is imposed or conferred upon such an executor or trustee; nor shall any such person or persons, corporation or corporations be under any obligation, duty or liability to see to the proper application or disposition by any executor or trustee of mine of any purchase price or other consideration for any property, or to see to the proper disposition of any money or property, lent or delivered to any executor or trustee of mine.

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Wm. O. Palmer

Section 20.2 - All of the powers and discretions of my executors and my trustees that are conferred upon them by any provision of this will, or otherwise, may be exercised by them after, as well as before, the vesting of any interest in my estate or my probate estate, or any trust or trust estate created by this will, all as the case may be, until distribution in fact shall have been effectively completed.

Section 20.3 - No executor or trustee of mine shall be required either (A) to give or make any bond for the faithful performance of any duties which by this will or otherwise are imposed upon my executors or my trustees or any of them in either of those capacities; or (B) to make or file, for or in any court, any report, inventory, appraisement, settlement or accounting. My executors and trustees shall, however, cause to be made out and kept reasonably current an inventory of the properties with which they are chargeable and a double-entry statement of the receipts and disbursements, charges and

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credits, relating to both principal and income, of the properties and estates with which they are chargeable, and shall make all of the same available to the interested beneficiaries, both present, future, presumptive, and vested, under this will, for inspection and copying at all reasonable times.

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Wm. O. Guler

Section 20.4 - In executing this will and in the administration of my estate and of the trust estates created by this will, and in exercising any powers derived by them from any source, my executors and trustees and each thereof may act personally or by one or more attorneys-in-fact or agents, and may retain, and act in reliance upon the advice of, any other person or persons, corporation or corporations, including, as illustrative examples, accountants, appraisers, investment counsellors, and lawyers; and shall not be responsible to my estate or to any devisee, legatee or beneficiary under this will for the acts or omissions or negligence of any thereof, but shall be held only to the exercise of reasonable care in selecting and employing them. Reasonable amounts charged by agents, advisers, and consultants for services rendered by them to my executors and trustees, either or both, according to the preceding provisions of this section, shall constitute expenses of administration under paragraph (D) of Section 10.2 of this will, or expenses of the administration of the appropriate trust or trust estate, all as the case may be, to be paid according to that section, or otherwise according to the law of trusts, all as may be appropriate, whether or not any executor(s) or trustee(s) of mine shall or shall not serve without compensation. And if it shall occur for any reason that any natural person serving without compensation as executor and trustee, either or both, under this

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will, shall retain any agent(s) to perform any duties of the said natural person as executor or trustee or both, the full expense of hiring and retaining the said agent(s) shall be chargeable as an expense of administration of my estate or of the administration of the appropriate trust(s) or trust estate(s), all as the case may be, and the amount of the said expenses so chargeable shall in no way be limited by the mere fact that any natural person shall be serving without compensation, nor shall any such natural person be prevented from contracting with such an agent so that the agent's reasonable compensation for so acting as agent shall be as much as could be awarded to that natural person if he or she were the sole executor or trustee, either or both as the case may be, and not so serving without compensation.

Shirley O. Baker

Section 20.5 - In making any agreements, engagements, or undertakings of any kind in their fiduciary capacities under this will, my executors and trustees and each thereof shall have and may exercise, to the fullest extent that I am able to confer it, full power and authority to provide effectively that any liability referable to any such agreement, engagement, or undertaking shall be enforceable only against the or some of the property of my probate estate or the appropriate trust(s) or trust estate(s), and that my executors and trustees and all of both thereof shall be free of personal liability on any such agreement, engagement, or undertaking (if any) to be made on behalf of my estate or any trust or trust estate and executed and delivered by such an executor or trustee in either of those capacities.

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ARTICLE TWENTY-ONE

As the term The First National Bank of Birmingham is used throughout this will, it shall mean the national banking association existing by that name at the time of the execution of this will with its principal office in the City of Birmingham, Alabama, and any corporation empowered by law to act as executor and trustee under this will that succeeds immediately, intermediately, or ultimately to the aforementioned bank or to some or all of the business thereof by conversion, merger, consolidation, change of charter or name, or the purchase of all or substantially all of the assets of the aforementioned bank under state or federal laws or both.

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ARTICLE TWENTY-TWO

Any natural person named or acting as the or an executor or trustee under this will may decline to accept, or having accepted may resign from, any one or more such positions, and may at any time or times serve in any one or more available fiduciary positions under this will without affecting his or her right or power to serve or decline to serve in all or less than all of any other such available fiduciary positions at the same or any other time(s).

ARTICLE TWENTY-THREE

It may be that, at the time at which interests in property shall vest absolutely in interest in certain beneficiaries designated by this will, the ages or other conditions of the beneficiaries will be such that the actual apportionment and distribution of that property can be effected by one or more formal or informal agreements

(which need not have prior or other approval or confirmation by any court) among the entitled parties or their representatives, or otherwise without the intervention of any trustee. In any such case I declare and direct that no actual intervention of or by any trustee of mine with respect thereto shall be necessary; that every person and corporation designated by this will as trustee shall be fully protected in relying upon any one or more such formal or informal agreements between (or among) the entitled parties or their representatives, whether the said trustees or any of them shall or shall not have been acquainted with the terms of any such agreements before or after the execution thereof; and that the provisions of Section 17.5 shall, to any extent deemed by anyone to be necessary or desirable or convenient, be applicable and operative and deemed to have been applied and operated in furtherance and support of, and to give full effect to, any such one or more agreements.

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ARTICLE TWENTY-FOUR

Section 24.1 - If my said wife Virginia and I shall die under such circumstances that there shall be no sufficient evidence that she and I shall have died otherwise than simultaneously, I declare and direct for all of the purposes of this will that my said wife shall be conclusively presumed and deemed to have survived me, and that this will shall be construed and given effect as if my said wife had survived me.

Section 24.2 - If any lineal descendant of mine and I shall die under such circumstances that there shall be no sufficient evidence that that lineal descendant of mine and I shall have died otherwise than simultaneously, I declare and direct for all of the purposes of this will

that that lineal descendant of mine shall be conclusively presumed and deemed to have predeceased me, and that this will shall be construed and given effect as if that lineal descendant of mine had predeceased me.

ARTICLE TWENTY-FIVE

The provisions of this will that are for my wife Virginia and for her benefit are in lieu of all such dower and other rights in or with respect to any property, including any homestead, owned or to be owned by me at any time, as my said wife shall or could have at my death during her lifetime on account of or arising out of her marriage to me, whether under present or future statutes relating to dower, descent and distribution, intestate succession, homesteads, homestead exemptions or other exemptions, or otherwise under the laws of any state.

ARTICLE TWENTY-SIX

In ascertaining the relationship(s) between or among any persons or groups of persons for any purpose under this will, whatever the dates of birth and death of those persons before, during or after my lifetime, and irrespective of whether any particular such person or group of persons could or could not acquire any beneficial interest in or under this will, each person at any time legally adopted as the child of another person (the "adopter") shall for all purposes be deemed to be, and shall be treated and regarded as, a legitimate child of the blood of the adopter. Thus I declare by way of illustrative examples, but not to limit the effect of the preceding sentence, that (1) as the terms "child", "children", "lineal descendants", "issue", and other terms of the same or similar import, are used in this will, each

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person at any time legally adopted as a child of the adopter shall be deemed to be a "child", and one of the "children", of the adopter, and shall be deemed to be one of the "lineal descendants" and one of the "issue" of the adopter and of each and every person of whom the adopter in turn shall be or be deemed to be a child or a lineal descendant or issue; and that (2) a legally adopted child of an adopter shall be deemed to be a "grandchild", and one of the "grandchildren", of the parents of the adopter.

IN WITNESS WHEREOF, I have hereunto set my signature and seal on this the 15TH day of JANUARY, 1975, and have signed my name on each of the forty-one preceding pages along the margin thereof, hereby declaring the instrument contained on this and the forty-one preceding pages to be my last will and testament.

Hugh P. Bigler Seal
Hugh P. Bigler (SEAL)

In the joint presence of all of us the foregoing instrument in writing was signed, sealed, published and declared by Hugh P. Bigler to be his last will and testament; and we, at his request and in his presence and in the presence of each other, have by our signatures hereunto subscribed our names as attesting witnesses, on this the 15TH day of JANUARY, 1975.

<u>NAME OF WITNESS</u>	<u>ADDRESS AT DATE OF ATTESTATION AND SUBSCRIPTION</u>
<u>James P. Alexander</u>	<u>1500 Brown-Mark Bg. Birmingham, Alabama</u>
<u>John J. Coleman Jr.</u>	<u>1500 Brown-Mark Bldg. Birmingham, Alabama</u>
<u>Robert B. Donnan</u>	<u>1500 Brown-Mark Bldg, Birmingham, Alabama 35203</u>

office this the 5TH day of JUNE, 1975
Filed and Record.
O. H. Florence - 42 -
Judge of Probate

93369

JUD.
RECORD

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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama

JEFFERSON COUNTY

I, O. H. Florence, Judge of the Court of Probate, in and for said State and

County, do hereby certify that the foregoing instrument _____ of writing ha 5 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 Hugh P. Bigler _____ Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume 559, Page 875-917.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date June 5, 1978.

O. H. Florence, Judge of Probate.

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 _____

LETTERS TESTAMENTARY; Last Will and Testament of HUGH P. BIGLER, DECD
together with the certificate to the probate thereof;

in the matter of The Estate of HUGH P. BIGLER, DECD

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

Inst # 1995-16539
06/23/1995-16539
12:27 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
118.50
045 MCD

Given under my hand and seal of said Court, this
the 23rd day of June, 1995

Peggy A. Proctor

Chief Clerk