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LETTERS TESTAMENTARY

PROBATE — 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

GEORGE B. ALEXANDER

CASE NO. 145037

Deceased

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 Pearl Godfrey Alexander and J. Terry Noland

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, August 11, 1993

George R. Reynolds
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, _____

Inst # 1995-34268
Chief Clerk

11/30/1995-34268
08:43 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 MCD 41.00

Clayton T. Sweeney

Inst # 1995-34268

IN THE MATTER OF:

THE ESTATE OF:

**GEORGE B. ALEXANDER,
DECEASED**

**IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA**

CASE NUMBER 145037

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Pearl Godfrey Alexander and J. Terry Noland and filed their petition in writing, under oath, therewith producing and filing in this court an instrument of writing purporting to be the Last Will and Testament of George B. Alexander, deceased, said will bearing date the 17th day of February, 1993, and attested by Linda M. Williams and Kameron M. George; and praying that the same be probated as provided by law; that said Pearl Godfrey Alexander, resides in Birmingham, Alabama, is over nineteen years of age and of sound mind; is the widow of said deceased, and Pearl Godfrey Alexander and J. Terry Noland are named in said Will as executors thereof.

Now, on motion of said petitioner the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the Court is satisfied and is of the opinion that said instrument is the genuine Last Will and Testament of said deceased, and that such instrument should be probated as the Last Will and Testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of George B. Alexander, deceased, and ordered to be recorded together with the proof thereof and all other papers on

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CASE NUMBER 145037

file relating to this proceeding. It is further ORDERED that petitioners pay the costs of this proceeding.

DONE this date, August 11, 1993.



Judge of Probate

Last Will and Testament

OF

GEORGE B. ALEXANDER

145037

I, GEORGE B. ALEXANDER, a resident of Jefferson County, State of 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 former wills and codicils thereto heretofore made by me.

ITEM ONE. I direct that all of my just debts, including the expenses of my last illness and funeral, shall first be paid out of my estate by my executors, hereinafter named, as soon as possible after my death.

ITEM TWO. I give and bequeath all household furniture, furnishings and effects (including, without limitation, appliances, furniture, furnishings, rugs, picture, paintings, books, silver, plate, linen, china, glassware, antiques and objects of art), personal effects (including, without limitation, wearing apparel, jewelry, watches and all other articles of personal use or ornament), automobiles and their accessories, boats and their accessories, club memberships and stadium certificates owned by me at the time of my death and not otherwise effectively bequeathed, together with all policies of insurance relating thereto, to my wife, PEARL GODFREY ALEXANDER, if she survives me. If my wife does not survive me, I give and bequeath said property to my wife's daughter, MRS. ANN S. JIAMPETTI.

For the information of my corporate executor, I hereby state that I do not own any household furniture, furnishings or effects used in and about the home in which I reside inasmuch as these are owned by my wife. I do not contemplate that I will own at the time of my death any household furniture, furnishings or effects used in and about the home in which I reside.

I hereby vest in my corporate executor full power and authority to determine what items of property pass under the provisions of this Item.

ITEM THREE. If my wife, PEARL GODFREY ALEXANDER, survives me, I give and bequeath to the trustees hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "marital trust") for the use and benefit of my wife in accordance with the provisions set out in ITEM FIVE hereof, the following:

Filed in office this the 11th

day of August, 1992

For Probate and Record.

George P. Reynolds
Judge of Probate

JR 12456237

Clayton T. Sweeney

A sum equal to the amount by which the value of the property disposed of by this will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this will, (2) a sum equal to the largest amount that can pass free of federal estate tax under this will by reason of the unified credit and the state death tax credit (provided use of this credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after after taking into account all interests in property included in my gross estate for federal estate tax purposes that pass or have passed from me under previous Items of this will or outside of this will and that do not qualify (other than by reason of disclaimer or election or non-election) for the marital or charitable deduction and after taking into account all charges to principal that are not allowed as deductions in computing my federal estate tax, and (3) all my debts, expenses of administration and other charges payable from principal by my executors.

In determining the above sum, the following shall be applicable:

A. Values as finally determined for federal estate tax purposes shall control.

B. Elections made with respect to the alternate valuation date and with respect to taking certain deductions for income tax purposes (rather than estate tax purposes) shall be final and binding and shall govern in all computations.

I recognize that no sum may be disposed of by this Item.

In satisfying the above sum, the following shall be applicable:

A. The sum may be satisfied in kind, or partly in kind, by transferring securities or other property, including real estate and interests therein, at values as of the date of distribution.

B. The sum shall not be satisfied by transferring any asset, or the proceeds of any asset, which would not qualify for the federal estate tax marital deduction if such asset passed from me to my said wife.

C. Except as required in the next preceding paragraph B, the selection of assets used in satisfying the sum shall not be subject to question by any legatee, devisee or beneficiary of any trust, and no adjustment shall be made for a disproportionate allocation of unrealized gain for federal income tax purposes.

ITEM FOUR. I give, devise and bequeath my residuary estate (meaning thereby the rest and residue of the property of whatsoever kind and character and wheresoever situated belonging to me at the time of my death and over which I have the power of disposition, but not meaning any property over which I then have only a power of appointment, general or limited, exercisable by deed, will or otherwise) to the trustees hereinafter named, in trust, nevertheless, to be held, managed and disposed of as a separate trust (herein designated as the "family trust") in accordance with the provisions set out in ITEM SIX hereof.

ITEM FIVE. The following provisions shall govern the marital trust, if I am survived by my wife, PEARL GODFREY ALEXANDER, my wife being herein called the "beneficiary", and the trustees are directed as follows:

1. During the lifetime of the beneficiary, the trustees shall pay to the beneficiary the entire net income from the marital trust in such installments, at least as often as quarterly, as shall be convenient to the beneficiary.

2. If at any time during the lifetime of the beneficiary the net income from the marital trust, together with all resources and income of or available to the beneficiary reasonably known to the corporate trustee, is not, in the sole opinion of the corporate trustee, sufficient for the support and maintenance of the beneficiary, the trustees shall pay to the beneficiary such additional sum or sums out of the principal of the marital trust as the corporate trustee, in the corporate trustee's sole and absolute discretion, shall deem necessary or desirable for said purposes. The beneficiary shall not have the right to require that any distribution of principal be made under the provisions of this paragraph, the decision of the corporate trustee being final and binding. The trustees shall be fully discharged with respect to all amounts of principal so paid to the beneficiary without obligation on the part of the beneficiary to account therefor to the trustees or any person, firm or corporation.

3. With respect to any non-productive property in the marital trust, the trustees shall, upon the request of the beneficiary, either make such property productive or convert it to productive property within a reasonable period of time.

4. The marital trust shall terminate upon the death of the beneficiary. Upon termination, the following provisions will be applicable:

A. The trustees shall distribute any accumulated or undistributed income of the marital trust to the estate of the beneficiary.

B. If any principal of the marital trust shall be included in the gross estate of the beneficiary for the purpose of any estate, inheritance, transfer, legacy, succession or death taxes, then, unless the will of the beneficiary directs otherwise, the trustees shall pay, upon written request, to the personal representative of the estate of the beneficiary an amount equal to the difference between (a) the amount of all such taxes or duties, including any interest or penalties thereon, payable with respect to all property includable in the gross estate of the beneficiary, and (b) the amount of all such taxes or duties which would have been payable if such principal of this trust were not included in the gross estate of the beneficiary. In determining the amount so payable, the trustees may rely conclusively and without investigation upon the written certification of the personal representative of the estate of the beneficiary.

C. The principal of the marital trust not paid pursuant to subparagraph B above shall be added to, merged with and thereafter administered and disposed of like the property then held in the family trust.

ITEM SIX. The following provisions shall govern the family trust, if I am survived by my wife, PEARL GODFREY ALEXANDER, and the trustees are directed as follows:

1. During the continuance of the family trust the trustees shall pay to my wife the entire net income from the family trust in such installments, at least as often as quarterly, as shall be convenient to her.

2. If at any time during the continuance of the family trust the net income from the family trust, together with all resources and income of or available to my wife reasonable known to the corporate trustee, are not, in the sole opinion of the corporate trustee, sufficient for the support and maintenance of my wife, the trustees shall pay to her such additional sum or sums out of the principal of the family trust as the corporate trustee, in the corporate trustee's sole and absolute discretion, shall deem necessary or desirable for said purposes. My wife shall not have the right to require that any distribution of principal be made under the provisions of this paragraph, the decision of the corporate trustee being final and binding. The trustees shall be fully discharged with respect to all amounts of principal so paid to my wife without obligation on her part to account therefor to the trustees or any person, firm or corporation.

3. Upon the death of my wife, or upon my death if she does not survive me, the following provisions shall be applicable:

(a) The trustees shall pay fifty (50%) per centum of the income to my wife's daughter, MRS. ANN S. JIAMPETTI, if she be living. If she predeceases me, then the income otherwise payable under this subparagraph shall be paid under the provisions of subparagraph (c) below.

(b) The trustee shall accumulate ten (10%) per centum of the income and add it to the principal of the trust.

(c) The remaining forty (40%) per centum of the income shall be divided into ten (10) equal shares and paid as follows:

1. George C. Jiampetti, Jr.
2. Marcia Ann Nocito
3. Linda Catherine McConkey
4. Martha W. Sneed
5. Eric Alexander Asencio and Clara Ann N. Jordan, in equal shares if both are living or the survivor of them if only one of them is living
6. Mario A. Nocito, Sr.
7. P. Kimbrough McConkey
8. Lane Conville and Mary Conville, in equal shares if both are living or the survivor of them if only one of them is living
9. Raymond Smith and Gurthia Lee Williams, in equal shares if both are living or the survivor of them if only one of them is living
10. George C. Jiampetti, Sr.

Upon the death of a beneficiary entitled alone to one of the ten (10) shares described above, or of the last survivor of any two beneficiaries entitled to one of the ten (10) shares, such share shall drop out and be divided and paid amount the shares which have not dropped out. If all of the shares described in this subparagraph (c) drop out, the income otherwise payable under this subparagraph (c) shall be paid under subparagraph (a) above.

(d) The distribution and payment of income shall be quarterly on or about January 1, April 1, July 1 and October 1 of each year.

(e) Pending payment all income, such as dividends, interest and other income, shall be kept invested by the trustees.

4. The family trust shall terminate upon the last to die of all persons named above in this Item. Upon termination, the trustees shall transfer, convey and pay over, free of trust,

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the then principal of the trust, together with any undistributed income, as follows:

(a) Twenty-five (25%) per centum to The First Methodist Church of Birmingham.

(b) Twenty-five (25%) per centum to Birmingham Southern College.

(c) Twenty-five (25%) per centum to the A.B.C.D. Scholarship Fund established at the School of Commerce and Business Administration at the University of Alabama to be treated as principal.

(d) Twenty (20%) per centum to the Paul W. Bryant Center Endowment at the University of Alabama to be treated as principal.

(e) Five (5%) per centum to the Marion Military Institute.

If any of said institutions, funds or endowments not be in existence at the termination of the trust, the share going to such institution, fund or endowment shall be paid pro rata to the others.

ITEM SEVEN. 1. The trustees of each trust created under this will shall be my wife, PEARL GODFREY ALEXANDER, and **AMSOUTH BANK, NATIONAL ASSOCIATION**, (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise). If my wife be dead or fails or refuses to act as a trustee or, having acted, should thereafter die, resign or become incapacitated, then and in any such event no successor to her shall be appointed, and **AMSOUTH BANK, NATIONAL ASSOCIATION**, shall act as sole trustee.

2. The individual trustee at any time serving hereunder shall not be entitled to compensation but shall be entitled to reimbursement for all expenses reasonably incurred in the performance of the duties of a trustee. The corporate trustee shall be entitled to reasonable compensation for its services as a trustee. No trustee shall be required to give any bond or security.

3. In addition to, and not by way of limitation of, the powers conferred by law upon fiduciaries, I hereby expressly grant to the trustees with respect to each of the trust estates herein created, including any accumulated income thereof, full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the possible termination of the trust or for a less period, improve or otherwise dispose of all or any portion of the trust estate, in such manner and upon such terms and conditions as the trustees may approve, and with full power to invest and reinvest the trust estate and the proceeds of sale or disposal of any portion

thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds or other property, real or personal, as to the trustees may seem suitable, and with the consent of the beneficiaries, to change investments and to make new investments from time to time as to the trustees may seem necessary or desirable. The trustees may continue to hold any property or securities originally received by the trustees as a part of the trust estate, so long as the trustees shall consider the retention thereof for the best interests of the trust estate, regardless of whether such property or securities are a so-called "legal" investment of trust funds. In the disposition of any property constituting a part of the trust estate, the trustees may acquire other property or a so-called "legal" investment of trust funds when such course is, in the trustees' opinion, in the best interests of the trust estate. The trustees shall have power to determine whether any money or property coming into the trustees' hands shall be treated as a part of the principal of the trust estate or a part of the income therefrom and to apportion between such principal and income any loss or expenditure in connection with the trust estate as to the trustees may seem just and equitable.

It is my desire that the trustees shall use my portfolio as a guide in making investments of trust property. It is my further desire that if any real estate belonging to the trust estate be offered for sale that it first be appraised and so offered to the beneficiaries hereunder as hereinafter provided, at the appraised value.

The trustees shall have power and authority to make divisions and distributions hereunder provided for, either in cash or in kind, or partly in cash and partly in kind, and for that purpose, to determine the values thereof and the identity of persons or institutions entitled to take hereunder.

ITEM EIGHT. I nominate and appoint my wife, PEARL GODFREY ALEXANDER, and J. TERRY NOLAND as executors of this my last will and testament. If my wife be dead or fails or refuses to act as an executor or, having acted, should thereafter die, resign or become incapacitated, then and in any such event no successor to her shall be appointed. If J. TERRY NOLAND be dead or fails or refuses to act as an executor or, having acted, should thereafter die, resign or become incapacitated, then and in any such event AMSOUTH BANK, NATIONAL ASSOCIATION (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) shall act as coexecutor.

The executors acting at any time hereunder shall not be required to give bond or to file an inventory or appraisal of

my estate in any court, although the executors shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

I hereby vest in my executors acting at any time hereunder the same full powers of management, control and disposition of my estate herein given my trustees under ITEM SEVEN hereof, and I direct that in the exercise of such powers my executors shall be free from the supervision and control of the probate court or any other court.

I also vest in my executors the power to sell any property of my estate, real, personal or mixed, at public or private sale, without order of or approval or confirmation by any Court whatsoever, if in their sole discretion, such sale is necessary to provide funds for payment of taxes, debts or costs of administration. I request that if any real estate is sold by my executors the prior right to purchase same be given to a beneficiary or to beneficiaries under this my Will, if any one or more of them is interested. I grant to my said executors the sole and exclusive power of determining which, if any, beneficiary or beneficiaries shall have the right to purchase any such real estate and their decision shall be final and binding on all parties. My executors shall have the power to sell to any person, firm or corporation provided that the property first has been offered for sale to the beneficiaries, or some of them, hereunder.

ITEM NINE. If my wife, PEARL GODFREY ALEXANDER, shall die simultaneously with me or under such circumstances as to render it impossible to determine who predeceased the other, I hereby direct that she shall be deemed to have survived me, and the provisions of this will shall be construed upon that assumption.

IN WITNESS WHEREOF, I have executed this instrument as and for my last will and testament on this the 17 day of February, 1993.


GEORGE B. ALEXANDER

**ACKNOWLEDGEMENT OF TESTATOR AND
AFFIDAVITS OF WITNESSES**

**STATE OF ALABAMA
JEFFERSON COUNTY**

I, GEORGE B. ALEXANDER, the testator, sign my name to this instrument this 17th day of February, 1993, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument (containing in all nine (9) pages) as my last will and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein

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expressed, and that I am 19 years of age or older, of sound mind, and under no constraint or undue influence.

George B. Alexander
GEORGE B. ALEXANDER, TESTATOR

We, Linda M. Williams and Kameron M. George, 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, hereby signs this will as witness to the testator's signing, and that to the best of our knowledge the testator is 19 years of age or older, of sound mind, and under no constraint or undue influence.

WITNESSES:

Linda M. Williams

Kameron M. George

Subscribed, sworn to and acknowledged before me by GEORGE B. ALEXANDER, the testator, and subscribed and sworn to before me by Linda M. Williams and Kameron M. George, the witnesses, this the 17th day of February, 1993.

Southa Plann
NOTARY PUBLIC

MY COMMISSION EXPIRES DATE 5, 1995

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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 GEORGE B. ALEXANDER _____ Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume 1245 , Page 237-246 .

In witness of all which I have hereto set my hand, and the seal of the said Court, this date August 11, 1993

George R. Reynolds
_____, Judge of Probate.

CERTIFICATE TO COPIES

PROBATE — 67

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT
145037

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;

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

LAST WILL AND TESTAMENT OF GEORGE B. ALEXANDER

CERTIFICATE TO THE PROBATE OF WILL

Inst # 1995-34268

11/30/1995-34268
08:43 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
41.00
014 MCD

in the matter of THE ESTATE OF GEORGE B. ALEXANDER, Deceased

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

Given under my hand and seal of said Court, this
the 29th day of November, 19 95

Peggy A. Proctor

Chief Clerk