

STATE OF ALABAMA                     )  
COUNTY OF SHELBY                    )

**REDESIGNATION OF SUCCESSOR TRUSTEES**

WHEREAS, Mary Lee Brown, deceased (hereinafter sometimes called the "Testator"), died on November 6, 1989; and

WHEREAS, the Last Will and Testament of Mary Lee Brown, dated May 15, 1989, was admitted to probate by the Shelby County Probate Court, Alabama, on the 28th day of November, 1989; and

WHEREAS, pursuant to the terms of said Last Will and Testament, three (3) trusts were established by the Testator, for each of which Jadie Allen Brown, Jr., was named as Trustee, said trusts being Trust Estate "A" Non-Exempt U/W/O Mary Lee Brown, Trust Estate "A" GST Exempt U/W/O Mary Lee Brown, and Trust Estate "B" U/W/O Mary Lee Brown (hereinafter sometimes collectively referred to as "Trusts"); and

WHEREAS, Testator's husband, Jadie Allen Brown, Jr. was granted the right to redesignate the successor Trustee under ITEM XVII of said Last Will and Testament, entitled "Removal or Redesignation of Successor Trustee" and appearing on page 36 thereof, in which the following language appears:

"Notwithstanding anything hereinabove to the contrary, my husband shall have the right to add further successor Trustees and/or rearrange the order in which the successor Trustees named hereinabove shall serve, and/or to substitute for any successor Trustee any bank or trust company having, at the time of such redesignation, total resources of not less than One Hundred Twenty-Five Million Dollars (\$125,000,000.00), or any one or more individuals. In the event my said husband should so redesignate any successor Trustee who has not at said time commenced serving as Trustee, then such redesignation shall be by a writing signed by my said husband, properly notarized, and filed in the Probate Court in which my Will was probated. A duplicate original copy shall be delivered to the Trustee then serving. In the event my said husband should so redesignate any successor Trustee who is at that time serving as Trustee hereunder, then such redesignation shall be by a writing signed by my said husband, properly notarized, addressed and delivered to the Trustee, advising the Trustee that it has been removed and

naming therein the successor and confirming that the successor has accepted the trusteeship. A duplicate original copy shall be filed in the Probate Court in which my Will was probated. Thirty (30) days after receipt of such written notice as aforesaid, the Trustee shall thereupon be removed. Any such successor Trustee shall have vested in it all the rights, powers, duties and discretion vested in the original Trustee."

WHEREAS, Jadie Allen Brown, Jr. is now desirous of redesignating the successor Trustees of said Trusts in certain respects as hereinafter provided;

NOW, THEREFORE, in consideration of the premises, Jadie Allen Brown, Jr. exercises that right as follows:

1. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of Jadie Allen Brown, Jr., then Paul Brooks Brown and Kathryn B. Draper shall serve and act as Trustee of said Trusts. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of either Paul Brooks Brown or Kathryn B. Draper, then J. Allen Brown, III shall serve and act, together with the other person then serving, as such Trustee. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of any two of Paul Brooks Brown, Kathryn B. Draper, and J. Allen Brown, III, then Pamela B. Melton shall serve and act, together with the other person then serving, as such Trustee. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of any three of Paul Brooks Brown, Kathryn B. Draper, J. Allen Brown, III, and Pamela B. Melton, then the other or the survivor of them shall serve and act as such Trustee. In the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder of all of Paul Brooks Brown, Kathryn B. Draper, J. Allen Brown, III, and Pamela B. Melton, then First Alabama Bank (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name) shall serve and act as such Trustee. Any successor Trustee shall have all the rights, powers, duties and discretion vested in the original Trustee."

2. The Trustee has joined in the execution of this Agreement for the purpose of acknowledging receipt of a duplicate original copy of this Redesignation which has been properly notarized and filed in the Shelby County Probate Court, Alabama.

IN WITNESS WHEREOF, on this 9th day of April, 1996, the undersigned has executed this instrument in accordance with the above-described conditions.

Jadie Allen Brown Jr.  
Jadie Allen Brown, Jr.

AN INDIVIDUAL

Jadie Allen Brown Jr.  
Jadie Allen Brown, Jr.

TRUSTEE

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Jadie Allen Brown, Jr., whose name is signed to the foregoing instrument, as an Individual and as Trustee, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 9th day of April, 1996.

[Signature]  
Notary Public  
My Commission Expires: 4/29/99

[SEAL]

Inst # 1996-12136