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STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, John Robert Saunders, domiciled in Jefferson County, Alabama, being more than nineteen years of age, hereby make, publish and declare this to be my will and hereby revoke all prior wills and codicils.

ARTICLE ONE

In this will, the term my "probate estate" means all property, real and personal and wheresoever situated, that I own at my death or to which I or my estate or any executor or administrator of mine in such capacity may be or become entitled, and I intend to dispose of all thereof by this will. I do not by this will exercise any power of appointment of which I may be or become the donee; accordingly, the term my "probate estate" shall not include any property that may be subject to any such power of appointment.

ARTICLE TWO

I give Twenty-Five Thousand Dollars (\$25,000) to my wife, Doris Y. Saunders ("my wife"), if she shall survive me, to distribute such property to those persons and in such proportions as I shall direct in a memorandum that may be found among my papers after my death. If my wife shall not survive me, I give Twenty-Five Thousand Dollars (\$25,000) to my son, John Robert Saunders, Jr. ("my son Robert"), to distribute such property in accordance with my directions in said memorandum. Any gift made to such persons designated in that said memorandum may be satisfied in money or property or any combination thereof, in the discretion of my executor, provided, however, that in any determination of the extent to which any such gift has been satisfied by the distribution of an item of property, the fair market value of the item of property at the time of its distribution or other allocation to such person shall govern.

ARTICLE THREE

Section 3.1 - I give all books, pictures, paintings, jewelry, watches, silver, silverware, china, crystal, linens, household furniture, furnishings and equipment that I may have inherited from or been given by my family during my lifetime, together with all policies and rights of casualty insurance relating to each such item, to such lineal descendants of mine, per stirpes, as shall survive me, to be theirs absolutely.

Section 3.2 - If my wife shall survive me, I give to her, to be hers absolutely, all such interests in property of the following descriptions as I shall own or be entitled to at my death (that shall not have been inherited from or been given to me by my family) and that shall not have been effectively disposed of by Section 3.1 of this article, wheresoever the same may be located, together with all policies and rights of casualty insurance relating to any such property, viz:

all automobiles, boats and sporting equipment; all books, pictures, paintings, ornaments, jewels, jewelry, watches, wear-

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ing apparel, silver, silverware, china, crystal, linen and utensils; all hobby collections; all personal papers; all household furniture, furnishings, and equipment, whether useful or ornamental; and all other articles of household premises, or personal use or adornment.

If my wife shall not survive me, I give two-thirds (2/3) of all such interests in the foregoing property to such lineal descendants of mine as shall survive me, per stirpes, to be theirs absolutely, and I give the remaining one-third (1/3) of all such interests in the foregoing property to such lineal descendants of my wife as shall survive me, per stirpes, to be theirs absolutely.

Section 3.3 - My executor's decisions about what particular items of property are designated in this article shall be binding on all interested persons. I am relying on the persons, if more than one, taking property described in this article to divide such property among themselves; however, if such persons shall fail to agree on such divisions, my executor shall make such divisions which shall be final and binding on all interested persons, irrespective of any adverse interest of my executor.

Section 3.4 - It may be that after my death there will be discovered a memorandum or memoranda containing some requests or suggestions by me regarding the disposition of certain items of property described in this article. Without in any way derogating the absolute character of the gifts of such property heretofore made in this article, I express the mere hope and wish, precatory only, that the person or persons given such items of property will honor whatever requests or suggestions are contained in such memorandum or memoranda although I recognize that such person or persons shall be under no legal obligation to do so.

ARTICLE FOUR

If my wife shall survive me, I give to her, to be hers absolutely, subject only to encumbrances thereon, all such interests as I shall have at my death in the following properties: the house or any other property that is my principal residence at my death, the house located in Lincoln, Alabama, and any house or other property used by me for vacation purposes (other than any interest I shall have at my death in Twin Pine Conference Center located in Shelby County, Alabama), any real property used or held in connection with the aforesaid, all improvements on any of the aforesaid and all policies and rights of casualty insurance relating to any thereof.

(A) If my wife shall not survive me, and if my wife's father, William H. Burton ("my wife's father"), shall survive me, I give to him, for his use and enjoyment during his life, subject only to encumbrances thereon, all such interests as I shall have at my death in the following properties: the house located in Lincoln, Alabama, any real property used or held in connection with the aforesaid, all improvements on any of the aforesaid and all policies and rights of casualty insurance relating to any thereof. I make the foregoing disposition of such properties to afford my wife's father the opportunity, if he so desires, to continue to use and occupy the same during his lifetime.

(i) During the period that any such property is held for the use and occupancy of my wife's father, he shall be permitted to use and occupy the same free of any rent, however, he shall pay all taxes, assessments, mortgage pay-

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ments, insurance premiums, repairs and other charges referable to the said property.

(ii) Effective at the death of the second to die of my wife's father and me, or effective at such time after my death as my wife's father no longer desires to use and occupy such properties (either of such times, as may be applicable, hereinafter called the "Distribution Time"), I give all such interests in the foregoing property, howsoever constituted, together with all rights and casualty insurance relating to any such property, to such lineal descendants of my wife as shall be living at the Distribution Time, per stirpes, to be theirs absolutely. If no lineal descendant of my wife shall be living at the Distribution Time, I give all such interests in the aforesaid property to such lineal descendants of my wife's parents as shall be living at the Distribution Time, per stirpes, to be theirs absolutely.

(B) If my wife shall not survive me, all such interests in the aforesaid properties (other than the house located in Lincoln, Alabama) may, in the discretion of my executor, be sold or otherwise used (in preference to the sale or use of any personal property in my probate estate) to satisfy the charges stated in Article Five and Article Seven hereof, and so much (which may be all) of such properties not so used shall be subject to Article Eight hereof.

ARTICLE FIVE

I direct my executor to pay all of the following items out of my probate estate: (1) the expenses of my last illness; (2) my funeral and burial expenses, including the costs of any grave marker or tombstone; (3) the expenses of administering my estate, including the reasonable expenses of safekeeping and delivery of estate property; and (4) my debts, except such debts of mine secured by pledge, mortgage or other security interest not by their terms due at my death that my executor may deem unnecessary or undesirable to pay.

ARTICLE SIX

Section 6.1 - So much of my probate estate as shall not be required to be appropriated to the execution of all preceding articles of this will shall constitute "Article Six Property." If my wife shall survive me, I give twenty percent (20%) of the Article Six Property to her to be hers absolutely, and I give thirty percent (30%) of the Article Six Property to my trustee to hold such property in trust subject to Article Nine hereof. If my wife shall not survive me, the gifts made in this article shall lapse.

Section 6.2 - If my wife shall survive me, it would be my desire, precatory only, that, to the extent possible, the gifts made to, or for the primary benefit of, my wife in this article be satisfied first with the Class A common stock of Saunders Leasing System, Inc. before any other assets of my estate be used to satisfy such gifts.

ARTICLE SEVEN

I direct my executor to pay all of the following items out of the balance of the Article Six Property:

(A) The amounts of all subscriptions for religious, charitable, scientific, literary or educational purposes, whether or not the same shall constitute debts, that are current but unpaid at my death, and, accordingly, I give the respective amounts of such subscriptions, free of the taxes and other charges described in part (B) hereof, to those persons, firms and corporations to whom those subscriptions shall at my death purport to be payable, and I empower my executor to determine what shall constitute a "subscription" and a "religious, charitable, scientific, literary or educational" purpose, and what is "current" as those quoted terms are used in this part; and

(B) All federal and state estate, inheritance and other death taxes and duties imposed in consequence of any federal, state or foreign estate tax proceeding held with reference to my estate, and including all death taxes and duties imposed by reason of my death with respect to the value of property made the subject of any gift, devise, legacy or transfer effected by this will or by any other means (exclusive, however, of any tax imposed with respect to me as "deemed transferor" as a result of any generation-skipping transfer under what is now Chapter 13 of the United States Internal Revenue Code of 1954, as amended, or under any similar or corresponding provisions of the law of any state or of the United States); and, accordingly, I charge so much of my probate estate with all such taxes and duties so that there is extinguished any rights that might otherwise exist to any contribution from, or proration or apportionment among, any persons to reimburse my executor or my probate estate on account of any such taxes or duties.

It would be my desire that, to the extent possible, all charges stated in this article be paid first from any cash received by my executor and from the proceeds derived from the sale of any bonds or stocks, other than the Class B common stock of Saunders Leasing System, Inc., which I may own at my death.

ARTICLE EIGHT

So much of the Article Six Property as shall not be required to be appropriated to the execution of all preceding articles of this will, including all lapsed bequests and devises hereinbefore made, shall constitute "my residuary estate" which shall be disposed of as follows:

(A) If my wife shall survive me, I give and devise my residuary estate to my trustee to hold such property in trust for my lineal descendants subject to the provisions of Article Ten hereof.

(B) If my wife shall not survive me, I give twenty percent (20%) of my residuary estate to my trustee to hold such property in trust for such lineal descendants of my wife as shall survive me subject to the provisions of Article Twelve hereof, and I give the remaining eighty percent (80%) of my residuary estate, or my entire residuary estate if no lineal descendant of my wife shall survive me, to my trustee to hold such property in trust for my lineal descendants subject to the provisions of Article Ten hereof.

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ARTICLE NINE

Section 9.1 - Effective at my death, I give and devise all property made subject to this article to my trustee ("my wife's trust") to stand possessed thereof and to pay to my wife during her lifetime at least quarterly the entire income thereof. If at any time(s) my trustee shall determine that the income of my wife's trust shall be insufficient to provide for my wife's reasonable support and maintenance, then my trustee shall pay to my wife so much of the principal of my wife's trust as my trustee, in the discretion of my trustee, shall determine to be necessary or desirable to eliminate such insufficiency. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of my wife known to my trustee as my trustee may deem appropriate. My wife may at any time(s) require my trustee, within a reasonable time after any such request, to convert or make productive of income any trust assets which are nonproductive.

Section 9.2 - Effective at the death of my wife, my trustee shall distribute all accrued but undistributed income of my wife's trust to the executors or administrators of my wife's estate.

Section 9.3 - Effective at the death of my wife, the principal of my wife's trust shall be disposed of as follows:

(A) There shall vest in the executors or administrators of my wife's estate an amount of the principal of my wife's trust equal to the amount by which the sum of my wife's federal and state estate taxes shall have been increased by the inclusion in her federal gross estate of the value of the principal of my wife's trust as constituted at my wife's death; and

(B) Any remaining principal of my wife's trust shall be subject to Article Ten hereof.

ARTICLE TEN

Section 10.1 - Effective at my death, I give and devise all property made subject to this article under Article Eight hereof, and effective at my wife's death after my death, I give and devise all property made subject to this article under Article Nine hereof (either of such times, as may be applicable, hereinafter called the "Apportionment Time") to my lineal descendants living at the Apportionment Time, per stirpes, to be theirs absolutely except as provided hereafter in this article.

(A) If my son, William Cobb Saunders ("my son Cobb"), shall survive me, then, notwithstanding anything to the contrary contained in the immediately preceding sentence, I give and devise the share of such property apportioned for my son Cobb to my trustee to stand possessed thereof, from the Apportionment Time in trust subject to the provisions of Article Eleven hereof ("Cobb's Trust").

(B) If a lineal descendant of mine, other than my son Cobb, entitled, pursuant to the first sentence of this Section 10.1, to a share of such property shall be less than twenty-one years of age at the Apportionment Time, then, notwithstanding anything to the contrary contained in the first sentence of this Section 10.1, I give and devise the share of such property apportioned for him or her to my trustee to stand possessed thereof, from the Apportionment Time in trust; each such share shall,

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effective at the Apportionment Time, constitute the principal of a separate trust of which the lineal descendant of mine for whom such share was apportioned shall be the "beneficiary". Each such trust shall terminate, and the principal thereof be disposed of, as stated in Section 10.3 of this article and shall, before its termination, be governed by Section 10.2 of this article.

Section 10.2 - While a beneficiary shall be less than twenty-one years of age, my trustee shall stand possessed of the property constituting his or her trust and, effective from the time at which his or her trust is to be created, shall pay to or for the benefit of that beneficiary so much of his or her trust's income and, upon the exhaustion of such income, so much of his or her trust's principal as, in the discretion of my trustee, shall be necessary or desirable to provide for the beneficiary's reasonable support, maintenance and education (including graduate and professional education) and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of the trust from which it shall have been derived. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of the beneficiary known to my trustee as my trustee may deem appropriate.

Section 10.3

(A) A trust held pursuant to this article shall terminate and the principal of such a trust shall vest in, and be distributed free of trust to, its beneficiary when he or she attains twenty-one years of age. If a beneficiary (called "such deceased beneficiary" hereinafter in this part) shall not survive the time of termination of his or her trust, then, effective at his or her death, the principal of such deceased beneficiary's trust shall be retained by my trustee, in trust, to apportion the same, effective at such deceased beneficiary's death, into shares, per stirpes, as follows: among those of such deceased beneficiary's lineal descendants who shall survive him or her and, if none, then among the then-living lineal descendants of such deceased beneficiary's parents and, if none, then among my then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of such deceased beneficiary shall, effective at such deceased beneficiary's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary", and each such trust shall terminate, and the principal thereof be disposed of, as stated in this Section 10.3 and shall, before its termination, be governed by Section 10.2 of this article; and if no lineal descendant of such deceased beneficiary shall survive him or her, then each share apportioned pursuant to the immediately preceding sentence for a lineal descendant of such deceased beneficiary's parents or, if none, for a lineal descendant of mine shall, effective at such deceased beneficiary's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at such deceased beneficiary's death, be the beneficiary of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at such deceased beneficiary's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust.

(B) In any event, the principal of any trust held pursuant to this article, if not already vested pursuant to the provisions of part (A) of this section, shall, exactly nineteen years after the death of the last to die of the group of persons consisting of my wife and my lineal descendants living at my death (which time is hereinafter called the "time of vesting"), vest absolutely in the person then entitled, under Section 10.2 of this article, to receive all or any part of the income thereof, irrespective of such person's then-attained age. If the person in whom such principal shall so vest is, at the time of vesting, under nineteen years of age, then the principal of such a trust, although absolutely vested, shall be retained by my

trustee in trust to be dealt with as stated in Section 10.2 of this article until the person in whom such principal has so vested thereafter attains the age of nineteen years or dies at an earlier age, whereupon such a trust shall terminate and the principal thereof shall be distributed free of trust to the person in whom such principal has so vested or, as the case may be, to the executors or administrators of such person's estate.

(C) My trustee may, in the discretion of my trustee, merge the assets of any trust created pursuant to this article with the assets of any other trust, by whomsoever created, maintained for the same beneficiaries upon substantially the same terms.

(D) If the current market value of the assets available for the funding of any trust created pursuant to this article shall be less than \$25,000 at the time of the executor's final accounting, or if during the administration of any trust created pursuant to this article the current market value of the principal of such trust shall be less than \$25,000, I direct that such trust shall not be funded or shall terminate, as the case may be, and that the assets which would have been distributed to, or are in, such trust be distributed free of trust to the person who would have been entitled to receive, or is then receiving, all or any part of the income from such trust. If the assets of any trust created pursuant to this article are merged with the assets of another trust, then I direct that, for purposes of this section, such trusts, as merged, shall terminate only when the aggregate current market value of the trusts, as merged, is less than \$25,000.

Section 10.4 - If any child of mine survives me, it would be my desire that, to the extent possible, the Class B common stock of Saunders Leasing System, Inc. be used to satisfy the gifts to my children in the following order of priority: (i) first, to fund any share apportioned for my son Robert and my son, Harris Saunders, III ("my son Harris"); (ii) second, to fund any share apportioned for my daughter, Corinna Trotter Saunders ("my daughter Corinna"); and (iii) third, to fund any share apportioned for my son Cobb.

ARTICLE ELEVEN

Section 11.1 - Effective from the Apportionment Time and for five years after my death, my trustee shall stand possessed of Cobb's Trust and shall pay to or for the benefit of my son Cobb so much of the income thereof and, upon the exhaustion of such income, so much of the trust's principal as, in the absolute discretion of my trustee, shall be necessary or desirable to provide for my son Cobb's reasonable support, maintenance and education (including graduate and professional education) and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of Cobb's Trust. If my trustee, in the absolute discretion of my trustee, shall deem it to be in the best interest of my son Cobb, then I direct that my trustee may distribute to my son Cobb, free of trust, up to twenty percent (20%) of the principal of Cobb's Trust in each trust-accounting year of such trust. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of my son Cobb known to my trustee as my trustee may deem appropriate.

Section 11.2 - Cobb's Trust shall terminate and the principal of such trust shall vest in, and be distributed free of trust to, my son Cobb on the fifth anniversary of my death. If my son Cobb shall not survive the termination of his trust, then, effective at his death, the principal of Cobb's Trust shall be retained by my trustee, in trust, to apportion the same, effective at my son Cobb's death, into shares, per stirpes, as follows: among those of my son Cobb's lineal descendants who shall survive him and, if none, then among my

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then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my son Cobb shall, effective at my son Cobb's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary", and each such trust shall terminate, and the principal thereof be disposed of, as stated in Section 10.3 of Article Ten hereof, and shall, before its termination, be governed by Section 10.2 of Article Ten hereof; and if no lineal descendant of my son Cobb shall survive him, then each share apportioned pursuant to the immediately preceding sentence for a lineal descendant of mine shall, effective at my son Cobb's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at my son Cobb's death, be the beneficiary of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at my son Cobb's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust.

ARTICLE TWELVE

Section 12.1 - If my wife shall not survive me, then effective at my death, I give and devise all property made subject to this article to the lineal descendants of my wife living at my death, per stirpes, to be theirs absolutely except as provided hereafter in this article.

(A) If my wife's daughter, Yvonne W. Tinney ("my wife's daughter"), or my wife's son, Barry A. Wier ("my wife's son"), shall survive me, then, notwithstanding anything to the contrary contained in the immediately preceding sentence, I give and devise the share of such property apportioned for my wife's daughter to my trustee to stand possessed thereof, from my death in trust subject to the provisions of Section 12.2 of this article ("Yvonne's Trust"), and I give and devise the share of such property apportioned for my wife's son to my trustee to stand possessed thereof, from my death in trust subject to the provisions of Section 12.3 of this article ("Barry's Trust").

(B) If either or both of my wife's daughter or my wife's son shall predecease me leaving any lineal descendant of hers or his who shall survive me and who shall be less than twenty-one years of age at my death, then, notwithstanding anything to the contrary contained in the first sentence of this Section 12.1, I give and devise the share of such property apportioned for him or her to my trustee to stand possessed thereof, from my death in trust; each such share shall, effective at my death, constitute the principal of a separate trust of which the lineal descendant of my wife for whom such share was apportioned shall be the "beneficiary". Each such trust shall be governed by Section 12.4 of this article.

Section 12.2

(A) Effective from my death and for five years after my death, my trustee shall stand possessed of Yvonne's Trust and shall pay to or for the benefit of my wife's daughter so much of the income thereof and, upon the exhaustion of such income, so much of the trust's principal as, in the absolute discretion of my trustee, shall be necessary or desirable to provide for my wife's daughter's reasonable support, maintenance and education (including graduate and professional education) and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of Yvonne's Trust. If my trustee, in the absolute discretion of my trustee, shall deem it to be in the best interest of my wife's daughter, then I direct that my trustee may distribute to my wife's daughter, free of trust, up to twenty

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percent (20%) of the principal of Yvonne's Trust in each trust-accounting year of such trust. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of my wife's daughter known to my trustee as my trustee may deem appropriate.

(B) Yvonne's Trust shall terminate and the principal of such trust shall vest in, and be distributed free of trust to, my wife's daughter on the fifth anniversary of my death. If my wife's daughter shall not survive the termination of her trust, then, effective at my wife's daughter's death, the principal of Yvonne's Trust shall be retained by my trustee, in trust, to apportion the same, effective at my wife's daughter's death, into shares, per stirpes, as follows: among those of my wife's daughter's lineal descendants who shall survive her and, if none, then among the then-living lineal descendants of my wife and, if none, then among my then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my wife's daughter shall, effective at my wife's daughter's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary", and each such trust shall be governed by Section 12.4 of this article; and if no lineal descendant of my wife's daughter shall survive her, then each share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my wife or, if none, for a lineal descendant of mine shall, effective at my wife's daughter's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at my wife's daughter's death be the beneficiary of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at my wife's daughter's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust.

Section 12.3

(A) Effective from my death and for five years after my death, my trustee shall stand possessed of Barry's Trust and shall pay to or for the benefit of my wife's son so much of the income thereof and, upon the exhaustion of such income, so much of the trust's principal as, in the absolute discretion of my trustee, shall be necessary or desirable to provide for my wife's son's reasonable support, maintenance and education (including graduate and professional education) and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of Barry's Trust. If my trustee, in the absolute discretion of my trustee, shall deem it to be in the best interest of my wife's son, then I direct that my trustee may distribute to my wife's son, free of trust, up to twenty percent (20%) of the principal of Barry's Trust in each trust-accounting year of such trust. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of my wife's son known to my trustee as my trustee may deem appropriate.

(B) Barry's Trust shall terminate and the principal of such trust shall vest in, and be distributed free of trust to, my wife's son on the fifth anniversary of my death. If my wife's son shall not survive the termination of his trust, then, effective at his death, the principal of Barry's Trust shall be retained by my trustee, in trust, to apportion the same, effective at my wife's son's death, into shares, per stirpes, as follows: among those of my wife's son's lineal descendants who shall survive him and, if none, then among the then-living lineal descendants of my wife and, if none, then among my then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my wife's son shall, effective at my wife's son's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary", and each such trust shall be governed by Section 12.4 of this article; and if no lineal descendant of my wife's son

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shall survive him, then each share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my wife or, if none, for a lineal descendant of mine shall, effective at my wife's son's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at my wife's son's death, be the beneficiary of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at my wife's son's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust.

Section 12.4

(A) My trustee shall stand possessed of all property made subject to this Section 12.4 for the benefit of any lineal descendant of a deceased child of my wife. While a beneficiary shall be less than twenty-one years of age, my trustee shall stand possessed of the property constituting his or her trust and, effective from the time at which his or her trust is to be created, shall pay to or for the benefit of that beneficiary so much of his or her trust's income and, upon the exhaustion of such income, so much of his or her trust's principal as, in the discretion of my trustee, shall be necessary or desirable to provide for the beneficiary's reasonable support, maintenance and education (including graduate and professional education) and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of the trust from which it shall have been derived. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of the beneficiary known to my trustee as my trustee may deem appropriate.

(B) A trust held pursuant to this Section 12.4 shall terminate and the principal of such a trust shall vest in, and be distributed free of trust to, its beneficiary when he or she attains twenty-one years of age. If a beneficiary (called "such deceased beneficiary" hereinafter in this part) shall not survive the time of termination of his or her trust, then, effective at his or her death, the principal of such deceased beneficiary's trust shall be retained by my trustee, in trust, to apportion the same, effective at such deceased beneficiary's death, into shares, per stirpes, as follows: among those of such deceased beneficiary's lineal descendants who shall survive him or her and, if none, then among the then-living lineal descendants of my wife and, if none, then among my then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of such deceased beneficiary shall, effective at such deceased beneficiary's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary", and each such trust shall terminate, and the principal thereof be disposed of, as stated in this part (B) and shall, before its termination, be governed by part (A) of this Section 12.4; and if no lineal descendant of such deceased beneficiary shall survive him or her, then each share apportioned pursuant to the immediately preceding sentence for a lineal descendant of my wife or, if none, for a lineal descendant of mine shall, effective at such deceased beneficiary's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at such deceased beneficiary's death, be the beneficiary of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at such deceased beneficiary's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust.

(C) In any event, the principal of any trust subject to this Section 12.4, if not already vested pursuant to the provisions of part (B) of this Section 12.4, shall, exactly nineteen years after the death of the last to die of the group of persons consisting of my wife's lineal descendants and my lineal descendants living at my death (which time is hereinafter called the

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"time of vesting"), vest absolutely in the person then entitled, under part (A) of this Section 12.4, to receive all or any part of the income thereof, irrespective of such person's then-attained age. If the person in whom such principal shall so vest is, at the time of vesting, under nineteen years of age, then the principal of such a trust, although absolutely vested, shall be retained by my trustee in trust to be dealt with as stated in part (A) of this Section 12.4 until the person in whom such principal has so vested thereafter attains the age of nineteen years or dies at an earlier age, whereupon such a trust shall terminate and the principal thereof shall be distributed free of trust to the person in whom such principal has so vested or, as the case may be, to the executors or administrators of such person's estate.

Section 12.5 - My trustee may, in the discretion of my trustee, merge the assets of any trust created pursuant to this article with the assets of any other trust, by whomsoever created, maintained for the same beneficiaries upon substantially the same terms.

Section 12.6 - If the current market value of the assets available for the funding of any trust created pursuant to this article shall be less than \$25,000 at the time of the executor's final accounting, or if during the administration of any trust created pursuant to this article the current market value of the principal of such trust shall be less than \$25,000, I direct that such trust shall not be funded or shall terminate, as the case may be, and that the assets which would have been distributed to, or are in, such trust be distributed free of trust to the person who would have been entitled to receive, or is then receiving, all or any part of the income from such trust. If the assets of any trust created pursuant to this article are merged with the assets of another trust, then I direct that, for purposes of this section, such trusts, as merged, shall terminate only when the aggregate current market value of the trusts, as merged, is less than \$25,000.

ARTICLE THIRTEEN

Section 13.1 - Notwithstanding any preceding provision of this will, I hereby direct that, pursuant to Section 19-3-1 of the Code of Alabama of 1975, as amended, and any similar or corresponding provisions of any later code, or the law of any other state, the interest of any person in any trust created under this will shall not be liable for the obligations or debts of such person and shall not be assignable in any manner by such person; and no part of the trust, or income therefrom, shall be anticipated, pledged, encumbered or hypothecated in any manner by such person, nor shall any part of the trust, or income therefrom, be taken on execution, reached by creditor's bill, garnishment, or other process or writ by any person or entity having, or claiming to have, a claim against such person whether the same is contracted or incurred before or after the creation of such trust.

Section 13.2 - Notwithstanding any preceding provision of this will, no power granted to any individual as trustee under this will to use income or principal for the support, maintenance and education of a lineal descendant of mine shall be construed to permit such trustee to use such income or principal in a manner that discharges any legal obligation of such trustee, including any legal obligation of support of such lineal descendant.

Section 13.3 - Notwithstanding any preceding provision of this will, no payment of principal (before the termination of the trust of which that principal is a part) to or for the benefit of any person to or for whom it may be paid shall be construed to be a debt of the person to or for whom it was paid, and, accordingly, no such payment shall be recouped in any way at any time.

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ARTICLE FOURTEEN

Section 14.1 - I appoint my son Robert and my son Harris as executors of this will. If only one of my said sons shall survive me or shall be qualified and acting as an executor, I appoint my daughter Corinna to serve with such son as executors of this will. If my daughter Corinna shall not survive me or shall become incapable or fail for any reason to act as an executor, and if either my son Robert or my son Harris shall survive me and shall be qualified and acting as an executor, then such son shall serve as sole executor of this will. If neither my son Robert nor my son Harris shall survive me or shall be qualified and acting as an executor, I appoint my daughter Corinna and SouthTrust Bank of Alabama, National Association as executors of this will. If none of such individuals shall survive me or shall be qualified and acting as an executor, then SouthTrust Bank of Alabama, National Association shall serve as sole executor of this will.

Section 14.2 - I appoint my son Robert and my son Harris as trustees of each trust under this will. If only one of my said sons shall survive me or shall be qualified and acting as a trustee, I appoint my daughter Corinna to serve with such son as trustees of each such trust. If my daughter Corinna shall not survive me or shall become incapable or fail for any reason to act as a trustee, and if either my son Robert or my son Harris shall survive me and shall be qualified and acting as a trustee, then such son shall serve as sole trustee of each such trust. If neither my son Robert nor my son Harris shall survive me or shall be qualified and acting as a trustee, I appoint my daughter Corinna and SouthTrust Bank of Alabama, National Association as trustees of each such trust. If none of such individuals shall survive me or shall be qualified and acting as a trustee, then SouthTrust Bank of Alabama, National Association shall serve as sole trustee of each such trust.

Section 14.3 - Except as otherwise specifically provided in this will, references in any other article of this will to "my executor" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as an executor of this will.

Section 14.4 - Except as otherwise specifically provided in this will, references in any other article of this will to "my trustee" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as a trustee under this will.

Section 14.5 - References in this will to "SouthTrust Bank of Alabama, National Association" shall be deemed to designate the banking association or corporation existing by that name at the time of the execution of this will, with its principal office in Birmingham, Alabama, and any banking association or corporation empowered by law to act in fiduciary capacities that succeeds immediately, intermediately or ultimately to the aforesaid bank or to all or substantially all the fiduciary business thereof by whatever means such succession may occur.

ARTICLE FIFTEEN

Section 15.1 - The term "trust estate", as used in this article, shall be deemed to designate singly and collectively each and all of the following: the properties and property interests from time to time and at any time constituting my probate estate and each and every part and asset thereof and the properties and property interests from time to time and at any time constituting each and every trust under this will and each and every part and asset thereof.

Section 15.2 - In the course of the administration of the trust estate, my trustee may do and have done with respect to the trust estate all things that, in the uncontrolled judgment and discretion of my trustee, may seem necessary, desirable or proper to protect, promote or conserve the trust estate and the interests of all persons, firms and corporations beneficially interested therein in like manner as if my trustee were beneficially entitled to the trust estate; and every determination by my trustee in the construction of powers or in any matter with respect to which my trustee may be empowered to act, proceed or exercise any discretion shall be binding on all persons, firms and corporations howsoever interested in the trust estate and shall not be questioned or effectively objected to on any grounds by anyone. Notwithstanding either the intentionally broad language of the preceding sentence or the breadth of the language by which any power is conferred upon my trustee by this will, I declare and direct that all powers, discretions and immunities conferred upon my trustee by any provision of this article or otherwise shall constitute administrative, fiduciary powers, discretions and immunities and shall not constitute or be deemed to constitute powers of appointment; and, furthermore, each and every such power and discretion shall be exercisable only in the interests of the trust estate and of those beneficially interested therein and not for the personal benefit of my trustee.

Section 15.3 - Without limiting the generality of the first sentence of the immediately preceding section of this article in any way but solely to define with particularity certain of the powers, discretions and immunities conferred upon my trustee, I declare that my trustee shall have and may exercise, publicly or privately, personally or by attorney or agent, without previous or other order of any court and, unless otherwise explicitly provided in this will, without previous or other notice to or consent by anyone, each and all of the following powers, discretions and immunities in addition to any other powers, discretions and immunities that may be conferred upon my trustee by law or otherwise, all of which shall be broadly construed: (1) to receive, from any source, retain, make or dispose of investments in any property of any kind, nature, character or description, whether real, personal or mixed and wheresoever situated, whether domestic, foreign or alien, and whether or not any of the same may be deemed permissible for trustees under the constitution or laws of any state or the United States, under the rules of any court or under any rule of policy anywhere, specifically including, but without limitation thereto, interests in any common trust fund maintained by any corporate trustee, and investments in any stock or other securities of any corporate trustee, or of any holding company or other company owning stock in any corporate trustee, or otherwise directly or indirectly affiliated therewith, provided, however, that no new investment shall be made voluntarily in any stock or other securities of a corporate trustee or of any affiliate thereof except by the exercise by my trustee of rights received by it as trustee of stock or securities forming a part of the trust estate under this will; (2) to retain, make, hold or dispose of investments and reinvestments, and, specifically, to retain, make, hold or dispose of investments and reinvestments in the stock of Saunders Leasing System, Inc., without regard to any actual or potential lack of diversification of such investments; (3) to hold any or all stock, securities or other paper whatever in bearer form; or to hold any or all such stock, securities or other paper or any or all personal or real property in the name of any executor or trustee of mine or in the name of some other person, firm or corporation, all without disclosing any fiduciary relationship; (4) to lease, lease with options attached, grant easements over, make any agreements or contracts whatever with respect to, grant options upon, sell, exchange or in any other way dispose of, convey or transfer all or any part or asset of the trust estate for such consideration, on such terms and conditions, and for such period(s) of time (even though such period(s) may or does or do extend beyond the administration of my estate or the term of an applicable trust) as my trustee may deem desirable; (5) to convert any property, whether real, personal, or mixed in any ratio, into any other property, whether real, personal, or mixed in any ratio; (6) to manage, operate and administer all real property and interests therein; and to erect, maintain, tear down or replace any improvements, buildings or structures placed or to be placed on

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any such real property; (7) to manage, and in person or by general or limited proxy with or without full power of substitution to vote, all stock, securities and rights and interests evidenced by any other type of paper in any public or private corporation, trust or association, in respect of all matters ordinary and extraordinary, including without limitation: the borrowing of money; the issuance or retirement of any of such stock, securities and other paper; the sale, exchange or other disposition of some or all assets; conversion; consolidation; merger; recapitalization; liquidation; dissolution; any other transaction or reorganization of any character whatever, whether or not in bankruptcy; and to retain any or all property received as a consequence thereof, without limitation as to time; (8) to oppose, propose, become a party to, participate fully, partly or not at all in or carry out any transaction or any formal or informal plan of reorganization of any character whatever affecting any public or private corporation or other business unit any of whose stock, securities or other paper or any interest in which may be included in the trust estate; and to retain, without limitation as to time, any or all securities or other property that may be received in pursuance of any such action or plan of reorganization; (9) to borrow, lend or advance money with or without security; and on any terms whatever to give or obtain security therefor by mortgage, pledge, security interest or any other means; (10) on changed or unchanged terms, to renew or extend loans or any other indebtedness, however evidenced, at any time owing by or to me, any executor or trustee of mine in such a capacity, or the trust estate; (11) to compromise, settle, adjust or submit to arbitration any matter of dispute; (12) to institute, prosecute, defend, become a party to, and participate in, any formal or informal actions, suits or proceedings, whether at law, in equity, or merely administrative; (13) to establish and change trust-accounting years and to establish, maintain or change the accounts, the bookkeeping and accounting systems, and the periods of time with respect to which the records of my estate and the trusts under this will are maintained and taxes, income, gains and losses, and capital changes are determined; (14) to make distributions and payments in kind or partly in kind; and to select the properties, property rights or property interests which, or shares or parts of which, shall from time to time be distributed or paid over to the entitled parties, all without securing from any court any prior or other determination or confirmation of value or direction as to specific items to be so distributed or paid over; (15) from time to time but within a time permitted by law, to assign and transfer to a voting trustee or trustees, who may be or include any executor or trustee of mine, any or all stock in any public or private corporation; to select the voting trustee or trustees; and to propose, negotiate, fix, consent to or change the voting trustee or trustees, the terms, and any or all conditions and provisions subject to which any such stock shall be held by the voting trustee or trustees; (16) to effectuate the removal from Alabama of any part or all of the trust estate and to effectuate the relocation thereof at any place whatever; (17) by incorporation, reincorporation, dissolution, liquidation, sale, exchange or reorganization of any character, to make changes from time to time in the style or form of the ownership or the conduct of any business or venture; (18) to keep the trust estate insured against casualty; and to insure the owners or users thereof or those beneficially interested therein against loss or damage with reference to the same; (19) to engage in any business, including farming and timbering, in a trust capacity, as a partner (general or limited) or as a sole proprietor; or to incorporate or join with others in incorporating any business, property or assets constituting a part of the trust estate; (20) to mingle any or all of the property held in my estate or in any trust estate created hereunder with, or in, investments held by or for any other trust estate or estates held hereunder, and accordingly to allocate the proper part thereof to each participating trust estate or any share thereof, all without designation to indicate any such division or allocation, so that, unless otherwise indicated, the property from time to time held by the trustee so mingled shall be deemed allocable in the proper proportions to each of the said trusts created or to be created hereby that are participants in any such mingled investments, therein; and (21) to retain or make and retain, without time limitation, investments in regulated investment companies or other mutual funds however, or wherever, organized.

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ARTICLE SIXTEEN

Section 16.1 - Any corporation serving as an executor or a trustee under this will shall be entitled to reasonable compensation for its services but every natural person serving as an executor or trustee shall serve without compensation. Every executor and trustee shall be reimbursed from the appropriate part of my probate estate or the appropriate trust for all costs and expenses reasonably incurred by such executor or trustee in the administration of my estate or any trust under this will.

Section 16.2 - In the administration of my estate and the trusts under this will, every executor and trustee may act personally or by, or in reliance upon the advice of, attorneys, accountants, agents and other persons, firms and corporations and shall not be responsible to my estate or to any person, firm or corporation interested therein for the acts or omissions or negligence of any thereof but shall be held only to the exercise of reasonable care in selecting, employing and retaining the same.

Section 16.3 - No person, firm or corporation dealing with any executor or trustee of mine shall be under any obligation or liability to inquire into the authority of such executor or trustee to do any act done or sought to be done in the performance of any duty or in the exercise of any power or discretion conferred upon such executor or trustee; nor shall any person, firm or corporation be under any obligation or liability to see to the proper application or disposition by any executor or trustee of the 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.

Section 16.4 - Subject to the provisions of the next sentence, my executor, at all times during the administration of my estate, shall have and may exercise, for all of the same purposes or for any other purpose that may be necessary or desirable in the administration of my estate, all the powers and discretions, and shall have the benefit of all the immunities, granted to or conferred upon my trustee by any provision of this will or otherwise; and my executor shall have such powers, discretions and immunities with respect to my entire probate estate, irrespective of whether any trust shall in fact be due to be created under this will. However, no natural person who shall be both an executor and a trustee shall, in that person's capacity as an executor, have or exercise any power, discretion or immunity denied to, or not conferred on, such person as a trustee.

Section 16.5 - All the powers and discretions conferred on my executor and my trustee, by this will or otherwise, may be exercised by such executor and trustee after, as well as before, the vesting of any interest in my probate estate or in any trust created by this will until distribution in fact shall have been effectively completed.

Section 16.6 - No executor or trustee of mine shall be required (A) to make any bond for the faithful performance of any duties conferred upon such executor or trustee by this will or otherwise or (B) to make or file, for or in any court, any report, inventory, appraisalment, settlement or accounting.

Section 16.7 - If any person to whom any property is given or devised, or to whom or for the benefit of whom any income or principal may be distributed pursuant to this will, is at the time of such gift, payment or distribution under any legal disability, such as minority or incompetence, according to the laws then in effect at such person's domicile, then my executor or trustee, in the discretion thereof, may deliver such personal property or pay or distribute such income or principal to such person, to the guardian of such person or to some third party (including any executor or trustee of mine) for

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the benefit of such person; and the receipt of the person, firm or corporation to whom such property is so delivered or such income or principal is so distributed shall discharge my executor or trustee with respect to the property, income or principal to which such receipt relates.

ARTICLE SEVENTEEN

Section 17.1 - Any person conceived but unborn before any time that is material under this will, and thereafter born alive, shall for all purposes of this will be deemed to have been living at that time and to have survived a person dying at that time.

Section 17.2 - The terms "child", "descendant" and "lineal descendant", and the plural of each, as used in this will, shall for all purposes of this will be deemed to include persons legally adopted. In addition, the terms "descendant" and "lineal descendant", and the plural of each, as used in this will, shall for all purposes of this will be deemed to include both persons of the blood of, and persons legally adopted by, legally adopted persons.

Section 17.3 - If my wife shall survive me or if my wife and I shall die under circumstances that there shall be no sufficient evidence that she and I shall have died otherwise than simultaneously, I direct that for all purposes of this will my wife shall be conclusively deemed to have survived me, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition to taking property under a will.

Section 17.4 - If any lineal descendant of mine and I shall die under such circumstances that there shall be no sufficient evidence that such lineal descendant and I shall have died otherwise than simultaneously, I direct that for all purposes of this will such lineal descendant shall be conclusively deemed to have predeceased me.

Section 17.5 - Within nine months after my death, any person, or the personal representative of any person who shall not survive me nine months, may disclaim all or part of any interest in property given or devised to such person under the provisions of this will by written instrument delivered to my executor, which instrument shall be recorded in the probate office in which this will is probated, and the disclaimed property shall pass under the terms of this will as if such person had predeceased me.

Section 17.6 - References in this will to articles, sections or parts by their numbers or location shall be deemed to designate the appropriate article, section or part of this will.

Section 17.7 - References in this will to "Saunders Leasing System, Inc." shall be deemed to designate the corporation existing by that name at the time of the execution of this will and any corporation that succeeds immediately, intermediately or ultimately to such corporation or to all or substantially all of the business thereof by whatever means such succession may occur.

 I, John Robert Saunders, the testator, sign my name to this instrument on this the 12 day of Sept., 1984, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly, that I

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execute it as my free and voluntary act for the purposes therein expressed, and that I am nineteen years of age or older, of sound mind and under no constraint or undue influence.

John Robert Saunders
John Robert Saunders

We, Pamela Vick Lynch and John N. Wimer, 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 nineteen years of age or older, of sound mind and under no constraint or undue influence.

SIGNATURES OF WITNESSES

Pamela Vick Lynch

John N. Wimer

ADDRESSES AT DATE
OF ATTESTATION
AND SUBSCRIPTION

2271 Rockcreek Trail
Birmingham, Alabama 35226

1400 East Pine Turn
Birmingham, Alabama 35203

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by John Robert Saunders, the testator, and subscribed and sworn to before me by Pamela Vick Lynch and John N. Wimer, witnesses, this the 12 day of September, 1984.

Flora M. Anderson
Notary Public

[NOTARIAL SEAL]

My Commission expires: 7-25-85

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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 has _____ 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 JOHN ROBERT SAUNDERS Deceased and that said Will _____ together with the proof thereof have been recorded in my office in Judicial Record, Volume 1374, Page 254-271.

In witness of all which I have hereto set my hand and the seal of the said Court, this date MAY 9, 1995.

PROBATE — 28

George R. Reynolds, Judge of Probate.

LETTERS TESTAMENTARY

PROBATE -- 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMAJOHN ROBERT SAUNDERS

Deceased

CASE NO. 151646**LETTERS TESTAMENTARY**

TO ALL WHOM IT MAY CONCERN:

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to JOHN ROBERT SAUNDERS, JR. and HARRIS SAUNDERS, III the Personal Representative named in said will, who has complied with the requisitions of the law and is authorized to administer the estate. Subject to the priorities stated in §43-8-76, Code of Alabama (1975, as amended), the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers authorized in transactions under §43-2-843, Code of Alabama (1975, as amended).

WITNESS my hand that date, MAY 9, 1995

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, _____

Chief Clerk

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 Last Will and Testament
along with the Certificate to the Probate thereof and the Letters Testamentary

in the matter of the estate of John Robert Saunders, deceased,

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

Inst # 1996-12480

04/17/1996-12480
10:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
56.00
020 MCD

Given under my hand and seal of said Court, this
the 9th day of April, 19 96

Peggy A. Proctor

Chief Clerk