

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMAANNETTE NALL MCDONALDCASE NO. 155263

Deceased

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 herebygranted to AM SOUTH BANK OF ALABAMA
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 this date, April 10, 1996

(SEAL)

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, May 30, 1997Peggy A. Proctor
Chief Clerk

Inst # 1997-18700

06/13/1997-18700
03:34 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

**LAST WILL AND TESTAMENT
OF
ANNETTE NALL MCDONALD**

I, Annette Nall McDonald, domiciled in Jefferson County, Alabama, being eighteen years of age or older, hereby make, publish and declare this to be my last will and testament and hereby revoke all prior wills and codicils.

**ARTICLE ONE
Probate Estate**

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
Payment of Debts and Administrative
Expenses**

I direct my executor to pay 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; (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; and (5) 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 described in Section 4.1 hereof, to those persons, organizations 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 section.

FILED IN OFFICE THIS 10th DAY OF
April, 19 96, FOR PROBATE
AND RECORD.

George A. Reynolds
JUDGE OF PROBATE

ARTICLE THREE
Gift of Tangible Personal Property
and Personal Effects

Section 3.1 - I give to my children, Kathryn A. McDonald, Jennifer C. McDonald, A. Jefferson McDonald, Jr., and John L. McDonald, in shares of substantially equal value, to be theirs absolutely, all such interests in property of the following descriptions as I shall own or be entitled to at my death, wheresoever the same may be located, together with all policies and rights of casualty insurance relating to any such property, viz.:

all automobiles; all books, pictures, paintings, ornaments, jewels, jewelry, watches, wearing 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 any of my children shall not survive me, I give the share of the aforescribed items that such deceased child would have been entitled to receive had such deceased child survived me to the lineal descendants of such child as shall survive me, per stirpes. My executor's decisions about what particular items of property are designated hereinabove shall be binding on all interested persons. I am relying on the persons taking property described in this article to divide such property among themselves; provided, however, if such persons shall fail to agree on such divisions, my executor (other than any child of mine) shall make such divisions which shall be conclusive and binding on all interested persons.

Section 3.2 - 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
Payment of Taxes

Section 4.1 - Out of the balance of my probate estate, I direct my executor to pay all state and federal transfer, gift, estate, inheritance, succession and other death taxes (exclusive of any tax imposed on a direct skip under Chapter 13 of the Internal Revenue Code) which shall become payable by reason of my death, without apportionment. I do hereby reserve any right of

recovery I may have with respect to the payment of any of the afore-described state and federal taxes from my probate estate, including, without limitation, any right of recovery pursuant to Sections 2206, 2207, 2207A, or 2207B of the Internal Revenue Code.

Section 4.2 - I direct that any income taxes imposed upon or chargeable to the income of my estate shall be apportioned to and deducted from the shares of all beneficiaries (exclusive of any charitable beneficiary) having an interest in such income, in such equitable manner as my executor may determine; and any such determination by my executor shall be conclusive and binding as to all persons or entities interested in my estate.

ARTICLE FIVE Gift of Residuary Estate

So much of my probate estate 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." If any lineal descendant of mine shall survive me, my residuary estate shall be divided into as many, equal shares as shall be necessary to establish one share for each child of mine who either (i) survives me, or (ii) does not survive me but leaves one or more lineal descendants who do survive me, and my executor shall distribute a share created for a child of mine to the trustees of that certain Family Trust created by me on June 28, 1995 for the benefit of that child and that child's lineal descendants. If no lineal descendant of mine shall survive me, I give and devise my residuary estate to The A. McDonald Family Foundation, an Alabama nonprofit corporation, provided such entity constitutes a qualifying charitable organization pursuant to Sections 170(c) and 2055(a) of the Internal Revenue Code at the time of my death, and if not, I give and devise my residuary estate outright and free of trust to such one or more organizations as my executor shall select that constitute a qualifying charitable organization pursuant to Sections 170(c) and 2055(a) of the Internal Revenue Code at the time of my death.

ARTICLE SIX Appointment of Executor

Section 6.1 - I appoint AmSouth Bank of Alabama as executor of this will. Notwithstanding the foregoing appointment, I authorize the Advisory Committee set forth in Section 6.2 below, by a written instrument filed in the Probate Court in which this will is probated, to change the identity of the executor named herein to any other person or entity having trust powers and to replace any executor serving hereunder from time to time with any other person or entity having trust powers. I also authorize my executor serving hereunder from time to time to designate another party to serve as executor of this will in another state or country in the event that this will is probated in a state other than the State of Alabama or a country other than the United

States of America and my executor determines that another executor is either required or desirable.

Section 6.2 - The "Advisory Committee" shall consist of my four children, Kathryn A. McDonald, Jennifer C. McDonald, A. Jefferson McDonald, Jr., and John L. McDonald, my brother-in-law, William W. McDonald. The Advisory Committee shall make its decisions by majority vote.

Section 6.3 - 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 6.4 - The incapacity of an individual to serve as an executor hereunder shall be determined by the attending physician of such individual, and such determination shall be evidenced by a written statement from such attending physician indicating whether such individual has the mental and physical capacity to serve as an executor hereunder.

Section 6.5 - References in this will to "AmSouth Bank of Alabama" shall be deemed to designate the banking association, corporation or trust company existing by that name at the time of the execution of this will, with its principal office in Birmingham, Alabama, and any banking association, corporation or trust company empowered by law to act in a fiduciary capacity that succeeds immediately, intermediately or ultimately to the aforesaid entity or to all or substantially all the fiduciary business thereof by whatever means such succession may occur.

ARTICLE SEVEN

Powers of Executor

Section 7.1 - In the course of the administration of the probate estate, my executor may do and have done with respect to the probate estate all things that, in the uncontrolled judgment and discretion of my executor, may seem necessary, desirable or proper to protect, promote or conserve the probate estate and the interests of any beneficiary hereunder in like manner as if my executor were beneficially entitled to the probate estate; and every determination by my executor in the construction of powers or in any matter with respect to which my executor may be empowered to act, proceed or exercise any discretion shall be binding on all persons, organizations and corporations howsoever interested in the probate 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 executor by this will, I declare and direct that all powers,

discretions and immunities conferred upon my executor 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 probate estate and of those beneficially interested therein and not for the personal benefit of my executor.

Section 7.2 - 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 executor, I declare that my executor shall have and may exercise, publicly or privately, personally or by attorney or agent, without prior approval, consent or 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 executor 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 executors 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, investments in any limited partnerships, limited liability companies, limited liability partnerships, and investments in regulated investment companies or other mutual funds;

(2) To retain, make, hold or dispose of investments and reinvestments 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 of mine or in the name of some other person, organization 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 probate 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 probate) as my executor 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 any such real property;

(7) To drill, explore, test, mine or otherwise exploit oil, gas or other mineral or natural resources and to enter into and execute oil, gas and mineral leases;

(8) To engage in, continue, dispose of or terminate any business, including farming and timbering, as a partner (general or limited) or as a sole proprietor; to incorporate or join with others in incorporating any business, property or assets of mine; and to make changes from time to time, by organization, incorporation, sale, exchange, reorganization or dissolution of any character, in the style or form of the ownership or the conduct of any business or venture;

(9) 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;

(10) 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, probate 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;

(11) 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 probatees; 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;

(12) 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 probate 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;

(13) 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;

(14) 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 of mine in such capacity, or the probate estate;

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

(16) 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;

(17) To keep the probate 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;

(18) To effectuate the removal from Alabama of any part or all of the probate estate and to effectuate the relocation thereof at any place whatever, including any other state or country;

(19) To delegate investment discretion with respect to any of the probate estate to a third party;

(20) To establish and change probate-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 probates created under this will are maintained and taxes, income, gains and losses, and capital changes are determined;

(21) To allocate receipts and disbursements between income and principal in a manner consistent with what would otherwise be applicable state law; provided that, any interest expense incurred with respect to estate (and any other death) taxes or with respect to indebtedness incurred to pay estate (and any other death) taxes may be allocated to principal, with such, if any, equitable adjustments between the income and principal accounts as may be determined to be appropriate by my executor in my executor's sole discretion;

(22) To make distributions, including both pro rata and non-pro rata distributions, in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, to any beneficiaries under this will (including any probate or any beneficiary of any probate), and to do so, without regard to the income tax basis of specific property allocated to any beneficiary, without the consent of any beneficiary, and, as set forth above, without securing from any court any prior approval or other determination as to any such property to be distributed;

(23) To (i) conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; (ii) take all appropriate remedial action to contain, clean up, or remove any environmental hazard, either

on its own accord or in response to an actual or threatened violation of any environmental law or regulation; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any governmental agency concerned with environmental compliance or by a private party; (iv) comply with any order of a governmental agency or court directing an assessment, abatement, or cleanup of environmental hazards; and (v) employ agents, consultants and legal counsel to assist and perform the above-described actions; and

(24) To invest in the securities of new ventures, commodities, gold, silver and other precious metals, foreign securities, foreign currencies, oil, gas, mineral, timber and other interests in natural resources, breeding or racing animals, futures contracts, spot contracts, puts, calls, straddles, short and long contracts, any form of option agreements, repurchase agreements, financial agreements of any nature whatsoever, and to engage in any form of investment or investment strategy whatsoever.

ARTICLE EIGHT

Administrative Provisions

Section 8.1 - Each executor serving under this will shall be entitled to reasonable compensation for its services and shall, in addition, be reimbursed from my probate estate for all costs and expenses reasonably incurred by such executor in the administration of my estate or any probate created under this will.

Section 8.2 - In the administration of my estate, my executor may act personally or by, or in reliance upon the advice of, attorneys, accountants, investment advisors and managers, agents and other persons, organizations and corporations and shall not be responsible to my estate or to any person, organization 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 8.3 - No person, organization or corporation dealing with any executor of mine shall be under any obligation or liability to inquire into the authority of such executor 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; nor shall any person, organization or corporation be under any obligation or liability to see to the proper application or disposition by any executor 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.

Section 8.4 - All the powers and discretions conferred on my executor, by this will or otherwise, may be exercised by such executor after, as well as before, the vesting of any interest in my

probate estate or in any probate created by this will until distribution in fact shall have been effectively completed.

Section 8.5 - No executor of mine shall be required (A) to make any bond for the faithful performance of any duties conferred upon such executor by this will or otherwise or (B) to make or file, for or in any court, any report, inventory, appraisement, ~~settlement~~ or accounting.

Section 8.6 - 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, in the discretion thereof, may deliver such property or pay or distribute such income or principal to such person, to the conservator of such person's property, to a custodian for the benefit of such person as may be designated by my executor under any applicable Uniform Transfers to Minors Act, or to some third party (including any executor of mine) for the benefit of such person; and the receipt of the person, organization or corporation to whom such property is so delivered or such income or principal is so distributed shall discharge my executor with respect to the property, income or principal to which such receipt relates.

ARTICLE NINE
Definitions and Other
Miscellaneous Provisions

Section 9.1 - 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 9.2 - 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 9.3 - If any person who is named as a beneficiary under this will shall not survive me by five days, I direct that for all purposes of this will such person shall be deemed to have pre-deceased me.

Section 9.4 - 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, unless otherwise specifically provided by the terms of this will, the disclaimed property shall pass under the terms of this will as if such person had predeceased me.

Section 9.5 - References in this will to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and reference to any provision or section of that Code shall also be deemed to refer to the provision or section of the federal tax law, in effect at my death, that corresponds to the provision or section referred to in this will.

Section 9.6 - References in this will to "The A. McDonald Family Foundation" shall be deemed to designate the Alabama nonprofit corporation existing by that name at the date of the execution of this Indenture, and any immediate, intermediate or ultimate successor nonprofit corporation or entity thereto (whether by merger, consolidation, change of name, transfer of assets or otherwise) which is a qualifying charitable organization under Section 170(c) and 2055(a) of the Internal Revenue Code.

Section 9.7 - The headings in this will are for convenience of reference only and shall not limit or otherwise affect any of the terms hereof. Unless otherwise specified, references in this will to articles, sections or paragraphs by their numbers, designations or location shall be deemed to designate the appropriate article, section or paragraph of this will.

I, Annette Nall McDonald, the testator, sign my name to this instrument on this the 3rd day of January, 1996, 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 execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind and under no constraint or undue influence.

Annette Nall McDonald
Annette Nall McDonald

We, James E Roberson and Gina Passmore, 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 the testator's last will and that the testator 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 eighteen years of age or older, of sound mind and under no constraint or undue influence.

SIGNATURE OF WITNESSADDRESS OF WITNESSJames E. Roberson132 Pine Tree Ln
Trussville AL 35173Gina Passmore620 Hickory Lane
Birmingham, AL 35226

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by Annette Nall McDonald, the testator, and subscribed and sworn to before me by James E. Roberson and Gina Passmore, witnesses, this the 3rd day of January, 1996.

Daphne Brooke
Notary Public

[NOTARIAL SEAL]

My Commission expires 12/8/97**155263**

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 ANNETTE NALL MCDONALD Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume JR1442, Page 557-567

In witness of all which I have hereto set my hand, and the seal of the said Court, this date April 10, 1996.

George R. Reynolds, Judge of Probate.

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

155263

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 _____

THE LAST WILL AND TESTAMENT OF ANNETTE NALL MCDONALD

CERTIFICATE TO THE PROBATE OF WILL

in the matter of **THE LAST WILL AND TESTAMENT OF ANNETTE NALL MCDONALD**

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

Inst # 1997-18700
06/13/1997-18700
03:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
\$14.00

Given under my hand and seal of said Court, this

the 30th day of May, 19 97

Peggy A. Proctor
Chief Clerk