

IN THE PROBATE COURT OF
JEFFERSON COUNTY,
ALABAMA

CASE NO. 4746

Invest # 1997-18701

06/13/1997-18701
03:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
43.50

BE IT REMEMBERED AND MADE KNOWN TO ALL WHOM IT MAY CONCERN:

That the will of the above-named deceased having been duly admitted to record in said County, Letters Testamentary are hereby granted to AM SOUTH BANK N.A.

Execut or named in said will, who ha s complied with the requisitions of law and who ~~is~~
itself
 authorized to take upon _____ the execution of such will.

Witness my hand this date, July 16, 1993

GEORGE R. REYNOLDS

Judge of Probate

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

May 30, 1997

Witness my hand and seal of said Court this date,

Peggy A. Proctor
Chief Clerk

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LAST WILL AND TESTAMENT
OF
ALLAN J. McDONALD

I, ALLAN J. McDONALD, a resident of Escambia County, State of Florida, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my last will and testament, hereby revoking any and all former wills and codicils thereto heretofore made by me.

ITEM ONE

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

ITEM TWO

I give and bequeath all household furniture, furnishings and effects (including, without limitation, appliances, furniture, furnishings, rugs, pictures, paintings, books, silver, plate, linen, china, glassware, antiques and objects of art), personal effects (including, without limitation, wearing apparel, jewelry, watches and all other articles of personal use or ornament), automobiles and club memberships owned by me at the time of my death and not otherwise effectively bequeathed, together with all policies of insurance relating thereto, to my wife, Annette Nall McDonald, if she survives me. If my wife does not survive me, I give and bequeath the same to such of my children, Kathryn A. McDonald, Jennifer C. McDonald, Allan J. McDonald, Jr. and John C. McDonald, as survive me, to be divided among them by my executor, in my executor's sole and absolute discretion, in as nearly equal proportions as may be practicable, having due regard for the personal preferences of my children. If I am not survived by my wife or by a child of mine, the gift

Filed in office this the 16
day of July, 19 93
For Probate and Record.

George R. Reynolds
Judge of Probate

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provided by this Item shall lapse, and the property herein described shall become a part of my residuary estate.

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

I may leave a written memorandum expressing my desires as to the disposition or division of some of the property described above. I urge that my wishes as so expressed be carried out. I do not intend, however, to impose any trust or other enforceable obligation by any such written memorandum.

ITEM THREE

As used in this Item, the term "exempt amount" means an amount equal to my available GST exemption as defined in ITEM SIX hereof. I give, devise and bequeath the exempt amount to the Trustee under "The Annette Nall McDonald 1993 Generation-Skipping Trust Agreement" executed by my wife, as Grantor, and by AmSouth Bank N.A., as Trustee, on 15th of June 1993, *John* 1993, to be equally divided and allocated among, and to be administered and disposed of as a part of, the separate trusts created under said Agreement for the benefit of each of my four children who may survive me.

I direct that my executor satisfy the foregoing bequest of the exempt amount either in cash or in kind, or partly in cash and partly in kind, as my executor, in its sole discretion, may deem appropriate; and, if this bequest be satisfied in kind, in whole or in part, any property distributed in satisfaction thereof shall be valued at its date of distribution value.

ITEM FOUR

My residuary estate (meaning thereby the rest and residue of the property of whatsoever kind and character and wheresoever situated belonging to me at the time of my death and over which I have the power of disposition) shall be disposed of as follows:

1. If my wife, Annette Nall McDonald, survives me, I give, devise and bequeath my residuary estate to my wife.

2. If my wife, Annette Nall McDonald, does not survive me, I give, devise and bequeath my residuary estate to the Trustee under "The Annette Nall McDonald 1993 Children's Trust Agreement" executed by my wife, as Grantor, and by AmSouth Bank N.A., as Trustee, on June 15, 1993, to be equally divided and allocated among, and to be administered and disposed of as a part of, the separate trusts created under said Agreement for the benefit of each of my four children who may survive me.

ITEM FIVE

Section 2631 of the Internal Revenue Code provides a GST (generation-skipping transfer) exemption which is presently One Million Dollars (\$1,000,000.00). Section 2632 of the Internal Revenue Code sets out rules for the allocation of the GST exemption.

As used herein, the term "available GST exemption" means an amount equal to the GST exemption provided by law at the time of my death, less the amount of the GST exemption allocated or conclusively deemed allocated by me during my lifetime.

Although I hereby give my executor full power and authority, exercisable without court approval, to allocate my available GST exemption to any property with respect to which I am the transferor for purposes of the generation-skipping

transfer tax (whether or not such property is included in my probate estate) and to exclude any such property from such allocation, I request, but do not require, my executor to allocate my available GST exemption in the following order: (1) to the property passing under ITEM THREE hereof; and (2) with the balance, if any, allocated in the discretion of my executor.

ITEM SIX

I nominate and appoint AmSouth Bank N.A. (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) as executor of this my last will and testament. If and to the extent that it is required by law for my estate to be administered in the State of Florida, I nominate and appoint AmSouth Bank of Florida (or such successor corporation having trust powers as may succeed to the business of said bank by purchase, merger, consolidation or otherwise) as executor of this my last will and testament.

The executor acting at any time hereunder shall not be required to give bond or to file an inventory or appraisal of my estate in any court, although the executor shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

During the administration of my estate, my executor acting at any time hereunder shall have full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate or for a less period, improve, borrow on the security of, encumber or otherwise dispose of all or any part of my estate, in such manner and upon such terms and conditions as my executor may approve, and to invest and reinvest my estate and the proceeds of sale of any portion thereof in such loans, stocks, bonds, notes or other

securities, mortgages, common trust funds or other property as my executor may consider suitable, whether or not a so-called "legal" investment of trust funds, and to change investments and to make new investments from time to time as to my executor may seem necessary or desirable. Without limiting the generality of the foregoing, my executor is specifically authorized to retain and acquire, without regard to any legal requirement relating to diversification, stock or other securities of AmSouth Bancorporation, McDonald Management, Inc., LaGrange Cablevision, Inc., Mountain Brook Cablevision, Inc., Lake Cablevision, Inc., Diamond Cable (Nottingham), Ltd., Diamond Cable (UK), Inc., Bermuda Cablevision Limited, Alabama TV Cable, Inc. or any affiliate of or successor in interest to any of said entities or any interest in real estate or real estate or venture capital partnerships that I may own at the time of my death. My executor shall also have the power to use and expend estate income and principal to (i) conduct environmental assessments, audits and site monitoring; (ii) take all appropriate remedial action to contain, clean-up or remove any environmental hazard including a spill, discharge or contamination; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state or federal agency concerned with environmental compliance or a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or clean-up of any environmental hazard; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions. My executor shall be free from the control and supervision of the probate court or any other court in the exercise of the foregoing powers.

I give to my executor the following additional powers and discretions:

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1. If my executor in good faith decides that there is uncertainty as to the inclusion of particular property in my gross estate for federal estate tax purposes, such property shall be excluded from my gross estate in the estate tax return. My executor shall not be liable for any loss to my estate or to any beneficiary resulting from any decision made in good faith that there is uncertainty as to the inclusion of particular property in my gross estate.

2. The decision of my executor as to the date which should be selected for the valuation of property in my gross estate for federal estate tax purposes shall be conclusive on all concerned.

3. When a choice is available as to whether certain deductions shall be taken as income tax deductions or estate tax deductions, the decision of my executor in this regard shall be conclusive on all concerned, and if same are claimed as income tax deductions, no adjustment shall be made between principal and income by reason of such decision.

4. If my executor so determines, I authorize and empower my executor to join with my wife or her executor or administrator in filing a joint federal income tax return of the income of my wife and myself for any period or periods for which such a return may be permitted. I further authorize and empower my executor to agree with my wife or her executor or administrator:

A. As to how the burden of the liability for federal income tax, or interest thereon, arising out of the filing of a joint return by my executor and my wife or her executor or administrator shall be borne as between my estate and my wife or her estate, and

B. As to whom, as between my wife or her estate and my estate, shall be entitled

(i) to any refund or credit of any federal income tax, or interest thereon, based on the filing of a joint return by my wife and myself or by my executor and my wife or her executor or administrator,

(ii) to any refund or credit of any amount paid on account of any joint declaration of estimated federal income tax filed by my wife and myself, and of the interest on any such refund, and

(iii) to the benefit of any payment made by my wife or myself on account of any joint or separate declaration of estimated federal income tax.

5. If my executor so determines, I authorize and empower my executor to consent for federal gift tax purposes that gifts made by my wife shall be treated as having been made one-half by me and one-half by her.

The exercise by my executor of the authority and discretion hereinabove given shall not be subject to question by any person.

My executor at any time serving hereunder shall be entitled to reasonable compensation for services rendered in the performance of the duties of executor.

ITEM SEVEN

Should it be necessary for a representative of my estate to qualify in any jurisdiction wherein the executor named herein cannot or may not desire to qualify as such, or if at any time and for any reason there shall be no executor in office in such other jurisdiction, then I appoint as executor therein such person or corporation as may be designated by my executor. Such substituted executor shall, without giving any security, have in such other jurisdiction all the rights, powers, authorities, duties and discretions

conferred or imposed upon the executor by the provisions of this will.

ITEM EIGHT

All estate, inheritance, transfer, legacy, succession or death taxes or duties (including any interest and penalties thereon, but excluding any generation-skipping tax) imposed by reason of my death by the United States or any foreign country or any state, province or other political subdivision of either of the foregoing shall be paid by my executor and charged against my residuary estate irrespective of whether or not my wife, Annette Nall McDonald, may survive me.

I waive any right of reimbursement or recovery of such taxes or duties, except such reimbursement and recovery as may be allowable under (i) Section 2207 of the Internal Revenue Code, as amended, relating to recovery in the case of certain power of appointment property, and (ii) Section 2207A of the Internal Revenue Code, as amended, relating to recovery in the case of certain marital deduction property.

ITEM NINE

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

ITEM TEN

All references in this will to "the Internal Revenue Code" shall refer to the identified provision of the Internal

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Revenue Code of 1986, as amended from time to time, and to successor provisions and codifications thereof.

IN WITNESS WHEREOF, I, ALLAN J. McDONALD, the
testator, sign my name to this instrument this 15th day of
June, 1993, and being first duly sworn,
do hereby declare to the undersigned authority that I sign and
execute this instrument as my last will and I sign it
willingly, that I execute it as my free and voluntary act for
the purposes therein expressed, and that I am 18 years of age
or older, of sound mind, and under no constraint or undue
influence.


ALLAN J. McDONALD

We, the undersigned 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 18 years of age or older, of sound mind, and under no constraint or undue influence.

WITNESS

ADDRESS

WITNESS

ADDRESS

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STATE OF ALABAMA)

JEFFERSON COUNTY)

Subscribed and sworn to and acknowledged before me
by ALLAN J. McDONALD, the testator, and subscribed and sworn
to before me by James E. Roberson and
Daniel H. Markstein III, witnesses, this
15th day of June, 1993.

[SEAL]

Daphne Brooks
Notary Public

My Commission Expires:

12-8-93

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**FIRST CODICIL TO
THE LAST WILL AND TESTAMENT OF**

ALLAN J. McDONALD

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I, ALLAN J. McDONALD, a resident of Jefferson County, Alabama, do hereby make, publish, and declare this to be the First Codicil to the Last Will and Testament executed by me on June 15, 1993 in the presence of James E. Roberson, and Daniel H. Markstein, III.

I hereby amend my said will in the following respects:

FIRST: By deleting from the third line of Item Three on page two of my will the word "Six" and substituting in lieu therefor the word "Five."

SECOND: By correcting the typographical error in the middle initial in John's name in the fourteenth line of Item Two on page one of my will so that the initial "C" becomes an "L" and it reads "John L. McDonald."

THIRD: In all other respects not inconsistent herewith I hereby ratify, affirm, and republish all of the provisions of my said will.

IN WITNESS WHEREOF, I have hereunto signed my name to this First Codicil to my Last Will and Testament, said codicil consisting of this and one following typewritten pages, in the presence of the persons witnessing it at my request on this 2nd day of July, 1993.

Filed in office this the 16
day of July, 1993
For Probate and Record.

Barry L. Reynolds
Judge of Probate

Allan J. McDonald
Allan J. McDonald

(SEAL)

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The foregoing instrument, consisting of this and one preceding typewritten pages was signed, published, and declared by **ALLAN J. McDONALD**, the testator, to be the First Codicil to his Last Will and Testament in our presence, and we at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 2nd day of July, 1993.

[Signature] residing at 132 Pineview Lane Trussville AL

[Signature] residing at 3361 Pell Rd. Prichard AL 35123

JR 1240 PG 536

CERTIFICATE TO THE PROBATE OF WILL AND CODICIL

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 s of writing ha ve 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 and Codicil of Allan J. McDonald Deceased and that said Will and Codicil together with the proof thereof have been recorded in my office in Judicial Record, Volume 1240, Page 524-537.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date July 16, 1993.

George R. Reynolds, Judge of Probate.

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

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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 OF ALLAN J. MCDONALD . . .

FIRST CODICIL TO THE LAST WILL AND TESTAMENT OF ALLAN J. MCDONALD

CERTIFICATE TO THE PROBATE OF WILL AND CODICIL

in the matter of **THE ESTATE OF ALLAN J. MCDONALD, DECEASED**

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

Inst # 1997-18701
06/13/1997-18701
03:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
015 MCD 43.50

Given under my hand and seal of said Court, this

the **30th** day of **May**, 19 **97**

Peggy A. Proctor

Chief Clerk