

IN THE MATTER OF THE ESTATE OF

HENRY WARD GORDON,
Deceased.

) IN THE PROBATE COURTS OF
) JEFFERSON AND SHELBY COUNTIES
) ALABAMA
)
) SHELBY COUNTY PROBATE
) COURT CASE NO. 41-212

THE HENRY WARD GORDON MARITAL TRUST AGREEMENT

DATED DECEMBER 31, 1997

NOTIFICATION OF TERMINATION OF TRUSTEE

AND

APPOINTMENT OF NEW TRUSTEE

Under the terms and provisions of The Henry Ward Gordon Marital Trust Agreement Dated December 31, 1997 (the "Trust"), of which I, Frances May Gordon, am the appointed Trustee during the Grantor's lifetime and Co-Trustee after his death, I submit the following, to-wit:

Article XII, Provisions Concerning Trustee, Subparagraph (c), Portability (a copy of which is attached hereto and made a part hereof by reference) states, in part, "Grantor hereby expressly provides that the Grantor's wife, Frances May Gordon, may at any time terminate the appointment of any Trustee named herein and appoint any new Trustee as she may select, whose capital stock and surplus combined shall not be less than Ten Million and No/100 Dollars (\$10,000,000.00); provided, however, that if she so selects she must notify the said Trustee in writing at least sixty (60) days before the appointment of the successor Trustee shall take effect."

Article XII, Subparagraph (d), Successor Trustees (a copy of which is attached hereto and made a part hereof by reference) appoints the following Co-Trustee's in succession:

- (a) Deborah G. Dart;
- (b) Lothrop Gordon; and
- (c) Barbara Gordon.

Pursuant to Article XII, Subparagraph (c), Portability, I hereby elect to invoke my right to terminate the appointment of Deborah G. Dart, Lothrop Gordon, and/or Barbara Gordon as Co-Trustee(s) or Successor Co-Trustee(s), as the case may be, and I appoint as Co-Trustee to serve with me Synovus Trust Corporation ("STC"), whose capital stock and surplus combined are not less than Ten Million and No/100 Dollars (\$10,000,000.00), and whose present location is 800 Shades Creek Parkway, Suite 590, Birmingham, Alabama 35209. Said appointment of Synovus Trust Corporation shall be effective at least sixty (60) days from the date of this instrument, or on or about June 10, 2002.

This Instrument has been or shall be duly recorded with the Offices of the Judge of Probate of Jefferson County and Shelby County, Alabama.

IN WITNESS WHEREOF, I, Frances May Gordon, hereunto set my Hand and Seal on this, the 4th day of April, 2002.


Frances May Gordon, Trustee of The
Henry Ward Gordon Marital Trust Agreement



Marilyn C. Miller, Witness


Laura Abell, Witness

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON) SS

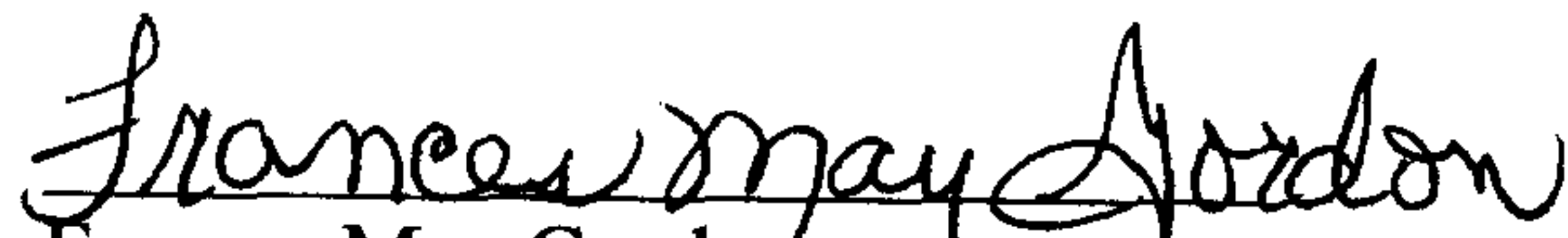
I, the undersigned, a Notary Public in and for said County and State, hereby certify that Frances May Gordon, who is personally known to me to be the same person whose name is subscribed to the foregoing Instrument, appeared before me this day in person and acknowledged that she signed that instrument as her free and voluntary act, for the uses and purposes therein set forth.

Given under my Hand and Notarial Seal on this, the 4th day of April, 2002.


Elizabeth D. Eshelman
Notary Public

My Commission Expires: 10/29/02

I hereby certify that I have provided copies of this Instrument to the Individuals and Corporation as listed below, at the addresses shown, by mailing same via Certified U.S. Mail, Return Receipt Requested, with sufficient postage affixed, on this, the 18th day of April, 2002.


Frances May Gordon

Ms. Deborah G. Dart
1841 North Lakeshore Drive
Sarasota, FL 34231

Mr. Lothrop Gordon
8450 Greenville Highway
Brevard, NC 28712

Ms. Barbara Gordon
P. O. Box 12317
Seattle, WA 98111

Mr. Richard Neumann
Synovus Trust Corporation
800 Shades Creek Parkway
Suite 590
Birmingham, AL 35209

ARTICLE XII
PROVISIONS CONCERNING TRUSTEE

(a) **TRUSTEE'S CONSENT.** The Trustee has joined in the execution of this Agreement for the purpose of evidencing its consent to act as Trustee hereunder pursuant to the terms hereof.

(b) **ANCILLARY ADMINISTRATION.** If it becomes necessary to have administration of any trust or share thereof in any state in which the Trustee is not qualified to serve, the Trustee may nominate and appoint any person or organization as ancillary trustee thereof, and may compensate such ancillary trustee for said services. Such ancillary trustee shall complete the administration and make such disposition of the property so administered as the Trustee may require, and in doing so shall have the same rights, powers, duties and discretions herein conferred upon the Trustee.

✓ (c) **PORTABILITY.** Grantor hereby expressly provides that Grantor's wife, Frances May Gordon, may at any time terminate the appointment of any Trustee named herein and appoint any new Trustee as she may select, whose capital stock and surplus combined shall not be less than Ten Million and No/100 Dollars (\$10,000,000.00); provided, however, that if she so elects she must notify the said Trustee in writing at least sixty (60) days before the appointment of the successor Trustee shall take effect. Said writing shall bear the same formality as a conveyance of real property and shall be duly recorded in the Probate Court of Jefferson County, Alabama, and shall designate therein a substitute Trustee which shall have the same rights, powers and duties thereafter as herein given to the said original Trustee. After receipt of said notice, the said Trustee shall deliver to the substituted Trustee all trust property remaining in its possession belonging to said trust, after first deducting therefrom all fees and charges to which it is entitled, including the fee for its services as herein prescribed. The said Trustee shall execute all instruments necessary to pass title from itself as Trustee to the substituted Trustee. Upon the completion of said transfer in accordance with the provisions hereof, the said Trustee shall forthwith stand discharged. Similar subsequent changes in the Trustee may be made by Grantor's wife, under the same conditions and following the same procedure as set out above, ~~provided, however, that no such change shall be made more~~