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Shelby Cnty Judge of Probate,AL
10/16/2002 10:17:00 FILED/CERTIFIED

Last Will & Testament

OF

JEWELL S. PARSONS

STATE OF ALABAMA]
SHELBY COUNTY]

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I, Jewell S. Parsons, formerly known as Jewell Sanders, a resident of Jefferson County, in the State of Alabama, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to Charles Thomas Parsons and all references in this Will to "my husband" are references to him. I have no children.

ITEM I
PAYMENT OF DEBTS

I direct that all of my lawfully enforceable debts, the expenses of my last illness, the expenses of my funeral and burial, including a suitable marker or monument for my grave, unpaid charitable pledges evidenced by a writing signed by me (whether or not the same are enforceable obligations of my estate) and the costs of administering my estate, including the reasonable expenses incurred in safeguarding or delivering estate property, shall be paid by my Personal Representative, hereinafter named, out of and charged generally against the principal of my residuary estate as soon as the prudent and orderly administration of my estate will permit. However, I intend that any indebtedness secured by an interest in real property owned by me at the time of my death shall not be charged to or paid from my estate, but that the devisee, joint owner taking by survivorship, or beneficiary receiving such real property or interest in real property, shall take it subject to all encumbrances existing at the time of my death, unless my Personal Representative shall determine

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that it is in the best interest of my estate and the beneficiaries thereof that such indebtedness or a portion thereof shall be paid from my estate.

ITEM II
PAYMENT OF TAXES

I direct that all estate, inheritance, and other death taxes, together with any interest and penalty thereon, but excluding any generation-skipping transfer taxes, assessed with respect to the value of all property held to be includable in my estate for such tax purposes which passes or has passed under the provisions of this Will or outside the provisions of this Will, shall be paid out of and charged generally against the principal of my residuary estate and, except as described below, shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interest in property included in my estate for such tax purposes. Further, I waive any right of reimbursement for or recovery of such taxes; provided, however, I reserve the right to reimbursement for or recovery of any federal or state estate tax attributable to proceeds of policies of insurance on my life received by a beneficiary other than my Personal Representative, property in which I have a qualifying income interest for life, or property over which I have a power of appointment and as to which payment of such estate tax has not otherwise been provided for to the satisfaction of my Personal Representative. My Personal Representative shall be under no duty or obligation to seek reimbursement for or recovery of such taxes and shall not be liable to my estate or any current or future beneficiary or creditor of my estate for having sought or declined to seek such reimbursement or recovery.

ITEM III
GENERAL BEQUEST OF TANGIBLE PERSONAL PROPERTY

I hereby give and bequeath all my tangible personal property of every kind, including, but not limited to, furniture, appliances, furnishings, pictures, silverware, china, glassware, books, jewelry, wearing apparel, boats, stadium certificates, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of the

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property, to my beloved husband, Charles Thomas Parsons, if he survives me. I expressly exclude cash or its equivalent, instruments, securities, notes, evidences of debts, other choses in action, and all other intangibles from this bequest. I hereby vest in my Personal Representative full power and authority to determine which objects of property are included in the foregoing description contained in this Item of my Will. If my husband fails to survive me, such bequest shall lapse and the aforementioned property shall be disposed of as hereinafter set forth.

ITEM IV
SPECIFIC BEQUESTS OF TANGIBLE PERSONAL PROPERTY

(a) If my husband fails to survive me, I hereby give and bequeath the following items of tangible personal property to the following persons:

(1) To my friend, Irvie Lee Taylor, my oriental garden stool (bought in Hawaii in 1977).

(2) To my husband's nephew, Thomas P. Gray, the following:

Tea set (Parsie's Made in Japan)
Oriental foo dog lamps
Cocktail table
Parsie's picture
Living room couch and wing chair
Love seat (includes table at end of coach, top comes off and serves as tray)
2 Oriental lamps (blue lamp has matching plate)
3 Oriental silk pictures
1 Oriental oil painting
1 Red oriental carved painting
1 Pr. Satsuma Peacock pattern oriental vase
Picture behind couch in living room
Monkey bowl
2 End tables (by the sofa)
1 Step table (by the chair)
Diamond ring
Karastan rug

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(3) To my husband's nephew, Hal H. Gray, III, the following:

Fashion calender clock

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Pistols
Cut glass bowl
Celery dish
Wedgewood china (Countryware)
Cut glass pitcher
Brass sconce and silver candelabra
Pictures in both dens and bedrooms excluding framed fan
1 - Oil (flowers) dining room
Beer stein
Off-white crocheted Afghan and Alabama throw
Porch furniture
Alabama football cards (book)
Plastic square (coal from last car dumped Concord mine)
Cape Code punch bowl set
Canister set
Omega watch
Shrimp servers

(4) To my niece by marriage, Faye V. Manning, the following:

Antique oriental chest - porcelain Buddha
Mother's watch
Hamilton mantel clock (my 40 yr. award from U.S.X.)
Curio cabinet
Cape Cod crystal (includes salt and pepper, etc.)
Mink tourmaline coat (color, opal)
Oriental doll
Fern stand (reproduction of old wig stand)
Den (off hall) maple bedroom furniture and furnishings with the exception of two pictures den and two pictures bedroom and celery dish that belongs to Hal H. Gray, III
Cloisonne rust colored ginger jar (with stand)
Praying hands
Deck furniture (including the cushions stored in top of garage)

(5) To my niece, Elizabeth Ann Turner, the following:

All Cut glass except the pitcher and bowl listed above for Hal H. Gray, III
Mother's ring
Imari oriental china
Lamps at the end of living room couch
Poppy floral design with matching plates
Foyer - console table with mirror

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Fish pot and stand (does not include cut glass pitcher listed above for Hal H. Gray,III
Hutch, dining table and 6 chairs
Silver chest and silver
Brass pumpkin
Mother's picture
Master bedroom furniture and furnishings except 2 pictures (floral and hummingbirds) listed above for Hal H. Gray, III, and the praying hands and fern stand listed above for Faye Manning and Parsie's picture listed above for Tom Gray
Den furniture (off kitchen) except the Beer stein and fashion calendar clock listed above for Hal H. Gray, III
Octagon rosewood stand with turquoise and rose jar, made in China
Mother's Bible
Mother's silver plate
Oriental tea set
Oriental half vase holder (mounted on wood in kitchen)
Kitchen - radio that Daddy gave to me around 1947
Everyday dishes (Faye and Elizabeth divide other things such as glasses, pots and pans, linens, etc., also divide costume jewelry, clothes, etc.)

(6) My Crystal not hereinabove specifically devised shall be divided among Hal H. Gray, III and Faye V. Manning as they shall agree, or if they can not agree, as my Personal Representative shall decide.

(7) All of my remaining kithchen furnishings, cookware, china, linen, clothing, jewelry and household items not hereinabove specifically devised shall be divided among Faye V. Manning and Elizabeth Ann Turner as they shall agree, or if they can not agree, as my Personal Representative shall decide.

(b) In addition to the above specific bequests, I request, but do not direct, that the above persons abide by any written memorandum by me directing the disposition of any other tangible personal property or any part thereof. This request is precatory and not mandatory; provided, however, if such written memorandum shall comply with the statutory formalities of a Codicil to this my Will, it shall be mandatory.

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ITEM V
DISPOSITION OF PRINCIPAL RESIDENCE

I hereby give and devise to my beloved husband, Charles Thomas Parsons, if he survives me, all my right, title and interest in and to the house, together with any other real property used or held in connection therewith, constituting my principal residence at the time of my death, and all rights that I may have under any insurance policies relating thereto. If my husband fails to survive me, such devise shall lapse and be disposed of as part of my residuary estate.

ITEM VI
DISPOSITION OF RESIDUARY ESTATE

I hereby give, devise and bequeath unto my beloved husband, Charles Thomas Parsons, if he survives me, all of the rest, residue and remainder of my estate of every kind and character whatsoever, whether real, personal or mixed, wheresoever the same may be situated, including anything of value in which I may have an interest or to which I may be entitled at the time of my death.

ITEM VII
DISPOSITION OF RESIDUARY ESTATE TO FAMILY TRUST

In the event my husband does not survive me, or if my husband (or his personal representative) disclaims all or any portion of my residuary estate disposed of above, then I give, devise, bequeath and direct that my residuary estate, or that portion so disclaimed, be transferred and paid over to my Trustee, hereinafter named, who shall hold the same in trust, nevertheless, for the uses and purposes, upon the terms and conditions and with the powers and duties as hereinafter provided, which said trust shall be known as the "Family Trust":

(a) During the lifetime of my husband, my Trustee shall pay to him the entire net income from said trust in convenient installments, at least as often as quarterly. If at any time during such period the net income from said trust is insufficient, in the opinion of my Trustee, for the health, maintenance, support and education of my husband, in conformity with his age, station and condition gsb

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in life, taking into account other sources of income and principal available to him, my Trustee shall pay to or apply for his benefit such amount or amounts of the principal of said trust as my Trustee may, from time to time, deem necessary and proper for his health, maintenance, support and education.

(b) Upon the death of my husband, or upon my death if he fails to survive me, my Trustee shall apportion the Family Trust among Elizabeth Ann Turner, Faye V. Manning, Hal H. Gray, III, and Thomas P. Gray, in equal shares. Each such share shall constitute and be held, administered and distributed by the Trustee as a separate trust. I authorize the Trustee, in the discretion of the Trustee, for the sake of convenience, to refrain from making a physical separation of the assets of these trusts into separate trusts, and I authorize my Trustee to mingle and commingle investments, but I wish it understood that I am creating independent trusts for all purposes.

(c) The Trustee shall apply and distribute the net income and principal of each of the trusts for the benefit of the beneficiaries as follows:

(1) Until each such beneficiary attains the age of nineteen (19) years, the Trustee shall pay to or apply for the benefit of such beneficiary so much of the income and principal of such beneficiary's trust as the Trustee shall deem necessary and proper to provide for the health, maintenance, support and education of such beneficiary, in conformity with his or her age, condition and station in life. Any part of the net income not so used shall be accumulated and added to the principal of said share, being thereafter invested and treated in all respects as a part thereof. Notwithstanding the foregoing, the Trustee shall have no power or authority to make any payment of income or principal to or for the benefit of the beneficiary for the purposes of discharging any legal obligation which the Trustee, in the individual capacity of the Trustee, has or may have to support said beneficiary.

(2) The Trustee shall transfer and pay over the balance of said trust principal to such beneficiary free of trust when he or she attains the age of nineteen (19) years.

(3) If any beneficiary of a trust established hereunder should die prior to the distribution of his or her entire interest in the trust, then upon the death of such beneficiary, the Trustee shall apportion the share of the said trust estate then held in trust for such beneficiary so

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dying among his or her surviving descendants, per stirpes, to be administered and disposed of in accordance with the provisions hereof. Should there be no surviving descendants of such beneficiary so dying, then the Trustee shall apportion the share of the trust estate such beneficiary would have received to such persons, hereinafter referred to as such beneficiary's next-of-kin, as would be entitled to inherit the property constituting said share and in the proportions in which they would be entitled to inherit the same from said beneficiary under the laws of Alabama then in force, had he or she died at said time a resident of Alabama, intestate and owned said property

(d) In making the division of the property constituting said trust between said shares, my Trustee shall be authorized to make distributions in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property; however, I specifically direct my Trustee to allocate, to the extent possible, such specific property, real or personal, previously owned by my husband or his family as a portion of the share distributed to his nephews, and such specific property, real or personal, previously owned by me or my family as a portion of the share distributed to my nieces.

(e) Although I have hereinabove provided that the share of any beneficiary of a trust established hereunder shall not be paid to such beneficiary, free of the trust, until the attainment of certain specified ages, I, nevertheless hereby provide that all trusts created hereunder shall in any event terminate not later than twenty-one (21) years after the death of the last survivor of my spouse, Elizabeth Ann Turner, Faye V. Manning, Hal H. Gray, III, and Thomas P. Gray, and thereupon, the Trustee shall transfer and pay over the beneficiaries' shares to the respective beneficiaries, free of trust.

(f) If on the termination of the administration of my estate there has been no distribution in trust to the Trustee and events have occurred which would require the Trustee under the terms of this Will to make immediate distribution of all property, my Personal Representative shall perform all of the acts necessary to complete such distribution, having for that purpose all of the powers granted by this Will to the Trustee, and the trusts created hereunder shall not be funded.

(g) Notwithstanding the above, in the event the provisions of my Family Trust are identical to the provisions of the family trust established under the last will and testament of my

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husband, then my Trustee, in the sole discretion of the Trustee, and with the consent of the trustee of the family trust established under the last will and testament of my husband, may transfer, pay over and distribute the remainder of my Family Trust to the trustee of the family trust established under the last will and testament of my husband to be added to, merged with, administered and disposed of in accordance with the provisions of such family trust. Upon delivery of the remainder of my Family Trust to the trustee of such family trust, my Trustee shall be fully and completely discharged as to such assets so delivered.

ITEM VIII
FIDUCIARY POWERS

(a) I hereby grant to my Trustee of each trust established hereunder the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court or judicial authority, and no person dealing with the Trustee shall be required to inquire into the propriety of any of the actions of my Trustee. Without in any way limiting the generality of the foregoing, I hereby grant to my Trustee hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law:

(1) To collect rents, issues, profits and income from said trust estate.

(2) To sell, auction, exchange, transfer, convey, or grant options for or in connection with such purposes, or otherwise dispose of, all or any part of said trust estate upon such terms and conditions as seem fit to the Trustee, to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds, or other property, real or personal, whether so-called "legal" investments of trust funds or not, as to the Trustee may seem suitable, and to change investments and to make new investments from time to time as to the Trustee may seem necessary or desirable.

(3) To improve, repair, lease, rent for improvement or otherwise, for a term beyond the possible termination of this trust, or for any less term, either with or without option of purchase, any real estate constituting a part of said trust estate.

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(4) To borrow money for such time and upon such terms as seem fit to the Trustee, without security or on mortgage of any real estate or upon pledge of any personal property held by the Trustee hereunder, and to execute mortgages or pledge agreements therefor.

(5) To hold any property or securities originally received by the Trustee as part of said trust estate, or to which the Trustee may become entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, particularly including any stock or interest in any family corporation, partnership or enterprise, so long as the Trustee shall consider the retention thereof for the best interests of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said trust estate to acquire other property which is not a so-called "legal" investment of trust funds, where such course is, in the opinion of the Trustee, for the best interests of said trust estate.

(6) To determine whether any money or property coming into the hands of the Trustee shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust, in each case in accordance with the provisions of the Alabama Principal and Income Act, if applicable, or if not applicable, as the Trustee may deem just and equitable; provided, however, that (i) in no event shall the Trustee exercise such power in any manner that would deprive my spouse of income of the trust created for my spouse (which I created in such a manner as to qualify the same for the marital deduction) to which my spouse is entitled under state law, and (ii) any funds received by the Trustee from any "retirement plan" meaning any qualified pension, profit sharing, stock bonus, Keogh or other qualified plan, trust, contract, account, annuity, or bond, or individual retirement account, as those terms are defined in the Internal Revenue Code of 1986, as from time to time amended, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the Trustee as principal, except that any income earned within the retirement plan from such proceeds as a result of an installment or similar election or any other deferral of payment of the retirement plan's proceeds to the Trustee shall be treated by the Trustee as income when received. My Trustee shall also be empowered to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs, or construction, or amortization of indebtedness deemed by the Trustee to be a proper charge against income.

(7) To keep any property constituting a part of said trust estate properly insured against fire and tornado and other hazards, to pay all taxes or assessments,

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mortgages or other liens now or hereafter resting upon said property, and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustee which in the judgment of the Trustee may be proper or necessary.

(8) Whenever required or permitted to divide and distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind, or partly in money and partly in kind; and to exercise all powers herein conferred, after the termination of any trust until the same is fully distributed, but in making the transfer of assets, the Trustee shall take care that the assets transferred are fairly representative of appreciation or depreciation in the value of all property available for distribution.

(9) To hold any or all securities or other property in bearer form, in the name of the Trustee, or in the name of the nominee of the Trustee, without disclosing any fiduciary relation.

(10) To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and conditions as in the discretion of the Trustee may be expedient, or to develop, expand, liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as in the judgment of the Trustee shall be in the best interest of said trust estate, or so far as may be necessary in the judgment of the Trustee to cause to be incorporated any such business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation.

(11) To refrain from voting or to vote in person or by proxy upon all stocks held by the Trustee, to unite with other owners of similar property in carrying out any plans for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustee shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to elect directors and employ officers, managers, employees, or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustee may deem expedient for the protection of the interest of the trust as the holder of such stocks, bonds or other securities, and generally to exercise in respect to all securities held by the Trustee the same rights and powers as are or may be exercised by persons owning similar property in their own right.

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(12) To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to let, exchange, release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.

(13) To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other product thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any such real estate or which the Trustee may deem otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the Trustee may approve, and in general to take any action which the Trustee may deem necessary or desirable in such operations of farms and woodlands.

(14) To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the Trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such other instruments or agreements in connection therewith as the Trustee may deem necessary or desirable.

(15) To institute and defend any and all suits or legal proceedings relating to the said trust estate, in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said trust estate may be involved, as in the judgment of the Trustee may be necessary and proper.

(16) At any time or from time to time to advance money to the trust estate from the funds of the Trustee for any purpose or purposes of the trust and may reimburse the Trustee for the money so advanced with interest thereon from the trust property or from any funds belonging to the trust property thereafter coming into the custody of the Trustee from any source.

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(17) To pay from and out of income of the trust property any and all expenses reasonably necessary for the administration of the trust, including interest, taxes, insurance, including public liability insurance, as well as any other expense incurred for the benefit of the trust estate, and in the event the income from the trust property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the trust estate.

(18) To execute and deliver any and all contracts, conveyances, transfers, or other instruments, and to do any acts necessary or desirable in the execution of the powers herein vested in the Trustee.

(19) To nominate such person or persons as the Trustee may deem appropriate to act as Custodian under the Uniform Transfers to Minors Act (or its statutory equivalent) for any beneficiary hereunder who has not attained the age of twenty-one (21) years and to whom the Trustee, in the exercise of the discretion granted to the Trustee hereunder, shall pay over and distribute income or principal of any property subject to the terms of this instrument.

(20) To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

(21) To disclaim, refuse or renounce any part or all of any gift, devise, bequest, power of appointment or interest in property to which I am entitled upon my death or to which my estate becomes entitled after my death.

(22) To employ and compensate agents, accountants, investment advisers, brokers, attorneys in fact, attorneys at law, tax specialists, realtors, and other assistants and advisors deemed by my Trustee necessary for the proper administration of the trust estate, and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative provided he was selected and retained with reasonable care.

(23) To conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; to take all appropriate remedial action to contain, clean up or remove any environmental hazard including a spill, release, discharge or contamination, either on the initiative of the Trustee or in response to an actual or threatened violation of any environmental law or regulation thereunder; to 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 by a private litigant; to comply with any local, state or federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and to

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employ agents, consultants and legal counsel to assist in or perform the above undertakings or actions. Any expenses incurred by the Trustee under this subparagraph may be charged against income or principal as the Trustee shall determine.

(24) To require, as a prerequisite to accepting any property, evidence satisfactory to the Trustee that the property is not contaminated by any hazardous or toxic materials or substances and that the property is not being used and has never been used for any activities directly or indirectly involving the generation, use, treatment, storage, disposal, release, or discharge of any hazardous or toxic materials or substances.

(25) To acquire, hold and maintain any residence (whether held as real property, condominium or otherwise) for investment or for the use and benefit of such one or more of the beneficiaries of any trust.

(26) To acquire, hold and maintain as a part of each trust created hereunder any and all articles of tangible personal property or any other property for investment or for the use and benefit of the beneficiaries of any trust.

(b) The Trustee shall not be liable for any loss or depreciation in value sustained by the trust as a result of the Trustee retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state or local environmental law, unless the Trustee contributed to the loss or depreciation in value through willful default, willful misconduct, or gross negligence.

(c) Notwithstanding any contrary provision of this instrument, the Trustee may withhold a distribution to a beneficiary from a trust hereunder until receiving from the beneficiary an indemnification agreement in which the beneficiary agrees to indemnify the Trustee against any claims filed against the Trustee as an "Owner or "operator" under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as from time to time amended, or any regulation thereunder.

(d) Notwithstanding any other provision of this Will to the contrary:

(1) In the event property is held or to be held in a trust which is or would otherwise be partially exempted from generation-skipping transfer tax due to the allocation to such trust of my exemption from generation-skipping transfer tax allowed under Section 2631 of the

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Internal Revenue Code of 1986, as amended (hereinafter referred to as my "GST Exemption"), my Trustee, in the sole discretion of such Trustee, shall be authorized (but not required) to divide such trust (hereinafter referred to as the "original trust") into two separate trusts, of equal or unequal value, in order to create one nontaxable trust entirely exempt from the generation-skipping transfer tax and a second taxable trust entirely subject to the generation-skipping transfer tax. Other terms and provisions of both trusts will remain substantially identical in all respects to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(2) In the event property which is held in one trust (hereinafter referred to as the "first trust") is to be transferred (poured-over) to, merged with, or otherwise combined with property in another trust (hereinafter referred to as the "second trust") and property in the first trust is subject to different treatment for purposes of the generation-skipping transfer tax from the property in the second trust, the Trustee of the second trust shall be authorized (but not required) to retain the property in separate trusts in order to preclude or minimize the generation-skipping tax that may be imposed on transfers from either or both trusts, with other terms of each separate trust being substantially identical in all respects. The existing trust and any other identical trust resulting from application of this subparagraph shall also be sometimes referred to herein as "related".

(3) In the event property is transferred into a trust which has (or which pours into another trust which has) more than one beneficiary or class of beneficiaries for generation-skipping transfer tax purposes, and when my Trustee shall deem it desirable to allocate my GST Exemption for the benefit of one or more (but less than all) beneficiaries or classes of beneficiaries of such trust (or when my husband or my husband's fiduciary, deems it desirable to allocate my husband's GST Exemption for the benefit of one or more (but less than all) beneficiaries or classes of beneficiaries of such trust), and when the instrument creating the trust does not specifically prohibit a fiduciary from dividing such trust into separate share trusts, my Trustee shall divide such trust into two or more separate share trusts, of equal or unequal value, in order to maximize the benefit of allocating my GST Exemption, or if applicable, my husband's GST Exemption. Other terms and provisions

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of each such separate share trust shall, when taken together as a whole, be substantially identical to the original trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(4) In the event property is transferred into a trust for which an election is made or to be made pursuant to Section 2056(b)(7) of the Internal Revenue Code to treat such property as qualified terminable interest property (hereinafter referred to as the "QTIP" trust), and when my Trustee shall deem it desirable to make an election pursuant to Section 2652(a)(3) of the Internal Revenue Code to have me deemed to be the transferor of a portion (but not all) of such QTIP trust for generation-skipping transfer tax purposes, and when my Trustee shall deem it desirable to make an allocation pursuant to Section 2631 of the Internal Revenue Code of any portion of my GST Exemption to such portion of the QTIP trust for which a Section 2652(a)(3) election is made or to be made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at my husband's death), and when the instrument creating the QTIP trust does not specifically prohibit a fiduciary from dividing such QTIP trust into separate share trusts, my Trustee shall divide such QTIP trust into two or more separate share trusts, one of which shall be equal to that portion of the QTIP trust for which a Section 2652(a)(3) election is made or to be made, and the other one or more share trusts shall be divided in such manner as the Trustee shall deem appropriate either (A) to maximize the benefit of allocating my GST Exemption to such portion of the QTIP trust for which a Section 2652(a)(3) election is made (or to property passing from such portion of the QTIP trust to a trust or person that is a remainder beneficiary of such portion of the QTIP trust at the death of the surviving spouse), or (B) to place my husband, or my husband's fiduciary, in a position to allocate my husband's GST Exemption to one or more of such trusts or to property passing from one or more such trusts to a trust or person that is a remainder beneficiary of such trusts at the death of my husband. Upon the death of my husband, my Trustee shall pay the estate taxes attributable to that certain separate share trust to which an allocation of my GST Exemption is made from the other share trust created hereunder (or from one of the other share trusts created hereunder), unless the trust instrument or the

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will of my husband specifically provides otherwise; provided, however, that, to the extent possible, estate taxes shall not be paid in the manner provided above if to do so could result in the generation-skipping transfer tax being incurred with respect to such payment of estate taxes. Other terms and provisions of each such separate share trust created from the QTIP trust shall, when taken together as a whole, be substantially identical to the original QTIP trust. The two trusts created under this subparagraph shall be referred to herein as "related" and shall have the same name as the original trust except that the trust to which the GST Exemption is allocated shall have the phrase "GST exempt" added to its name.

(5) It is my intent that my Trustee shall not be required to administer a trust hereunder that is only partially exempt from generation-skipping transfer taxes, or to commingle property subject to a different treatment for generation-skipping transfer tax purposes whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (A) that is entirely exempt from generation-skipping transfer tax from trust property that is not exempt, or (B) that is otherwise treated differently from other trust property for purposes of the generation-skipping transfer tax, and the provisions of this paragraph should be applied in a manner consistent with this intention.

(e) To the extent it is consistent with the fiduciary obligations of the Trustee, my Trustee shall take advantage of the opportunities provided by the creation of such related trusts referred to in the preceding paragraphs of this Item to avoid or delay any generation-skipping transfer tax when making discretionary distributions of net income and principal from the related trusts and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created under this will.

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ITEM IX
TAX ELECTIONS

(a) I authorize my Personal Representative to join with my husband in making a joint income tax or gift tax return or to execute a consent to treat any gift made by my husband for any taxable year that includes the date of my death or for any periods prior thereto as if one-half (1/2) of such gift had been made by me, and in connection therewith, to pay such amounts of tax, interest and penalties as my Personal Representative may deem advisable, even though not attributable entirely to my own income or gifts.

(b) Furthermore, my Personal Representative shall be hereby authorized, to the extent permitted by law, to deduct administration expenses and commissions whether against the gross estate in computing the estate tax or against estate income in computing estate income tax, as my Personal Representative, in the sole discretion of the Personal Representative, shall elect.

If my Personal Representative shall elect to claim as a deduction for income tax purposes any payment made out of the principal of my estate, (1) no adjustment shall be made between principal and income, (2) the value of my estate for the purpose of computing the marital deduction shall not be reduced by the amount of such payments, and (3) no part of such payments shall be chargeable against the portion of my estate qualifying for the marital deduction.

(c) I authorize my Personal Representative to make such elections under the tax laws as my Personal Representative shall deem advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and to allocate the unused portion, if any, of the GST Exemption remaining at my death to any property with respect to which I am the transferor for generation-skipping tax purposes, irrespective of whether such property passes under this Will, in such manner as my Personal Representative shall deem advisable, in each case without regard to the relative interests of the beneficiaries; however, my Personal Representative shall not make adjustments between principal and income, or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my Personal Representative with respect to the exercise of

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any tax election or the allocation of my GST Exemption shall be binding and conclusive on all persons.

(d) In the event that I own any stock in a corporation (i) which has in force an election to be treated as an S corporation pursuant to Section 1361 of the Internal Revenue Code, or (ii) for which such an election is made or to be made, and such stock would otherwise be held in a trust created pursuant to my Will that does not qualify as a Qualified Subchapter S Trust pursuant to Internal Revenue Code Section 1361, then, notwithstanding any provision of my Will to the contrary, such stock may be allocated among the current beneficiaries and held in a separate trust(s) with provisions that qualify to be treated as a Qualified Subchapter S Trust pursuant to Section 1361(d) of the Internal Revenue Code (hereinafter referred to as "QSST trust"). Any such separate QSST trust(s) shall be identical to the trust in which such stock would otherwise be held, except that:

(1) all of the income of such QSST trust (within the meaning of Section 643(b) of the Internal Revenue Code) shall be distributed to the beneficiary of such QSST trust (who shall then be called the "current income beneficiary" of the QSST trust);

(2) no distributions of corpus from such QSST trust may be made to any individual other than the current income beneficiary during the lifetime of the current income beneficiary;

(3) during the lifetime of the current income beneficiary, no one shall have any power to appoint any portion of the QSST trust property to anyone other than the current income beneficiary; and

(4) the Trustee shall have the power, acting alone, to amend the QSST trust in any manner required for the sole purpose of insuring that the QSST trust qualifies and continues to qualify as a QSST trust pursuant to any provision of the Internal Revenue Code.

It is my intention that my death and the subsequent transfer of any stock to a trust would not revoke any S corporation status.

In addition, my Personal Representative or my Trustee, in the sole and absolute discretion of such fiduciary, shall be authorized to make any elections or give any consents which are required to achieve or maintain S corporation status for stock to be held in my estate or in QSST trust

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pursuant to this provision and may also enter into such stock purchase, voting or other agreements as my Personal Representative or my Trustee, in the sole and absolute discretion of such fiduciary, shall determine to be necessary or appropriate.

ITEM X
ADDITIONAL PROPERTY

Additional property of any kind and character may be added to any trust hereunder, with the consent of the Trustee, by any person or fiduciary, by will or otherwise, and such property so received by my Trustee shall be added to, merged with and become a part of the property held in such trust hereunder, and thereafter shall be administered and disposed of in accordance with the terms of such trust.

ITEM XI
ADMINISTRATION VENUE

I authorize my Personal Representative to probate this will in any county of the State of Alabama in which I own property at the time of my death.

ITEM XII
MISCELLANEOUS

The following provisions shall govern for all purposes of this Will, wherever they may be applicable:

(a) Any trust created under this Will shall be treated as operating from the date of my death, whether the trust property shall then be actually paid over to the Trustee and set aside or not, and I hereby authorize and empower my Personal Representative to make any payment which the Trustee may be authorized to make herein.

(b) If any beneficiary of my estate or of any trust created hereunder shall be a minor, or under any legal disability, the Trustee or Personal Representative may, in their sole discretion, pay

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or apply income or principal which the Trustee or Personal Representative may be authorized or directed to pay to or for the benefit of such beneficiary in any one or more of the following ways:

(1) directly to such beneficiary;

(2) to the legal guardian, conservator, or custodian (including a custodian under the Uniform Transfers to Minors Act or similar statute) of such beneficiary for the use and benefit of such beneficiary;

(3) to a relative of such beneficiary to be expended by such relative for the benefit of such beneficiary; or

(4) by the Trustee or Personal Representative expending any such income or principal for the benefit of such beneficiary.

(c) Upon making any payment or transfer hereunder, the Personal Representative and Trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the Trustee shall be fully discharged as to such trust.

(d) Throughout this Will, the masculine gender shall be deemed to include the feminine and vice versa, and both shall be deemed to include the neuter and vice versa, and the singular shall be deemed to include the plural, and vice versa, whenever the context requires such construction.

(e) Any adopted person, except those persons adopted after having attained the age of twenty-one years, shall be considered as having been born to his or her adoptive parents, and his or her descendants considered as being descendants of such adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this Will.

(f) Any person, or the representative of a deceased, incapacitated or incompetent person, may irrevocably disclaim, refuse or renounce any part or all of any gift, devise or bequest made to such person under this Will. If any person disclaims, refuses or renounces an interest in all or any part of any gift, devise or bequest made to such person under this Will, all or such part of such disclaimed gift, devise or bequest shall be held or disposed of as specifically directed under the provisions of this Will and, if not specifically directed, then under the provisions of this Will as if such person had not survived me.

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(g) Per stirpes shall mean taking by representation, the method of dividing the estate into as many shares as there are surviving heirs in the nearest degree of kinship and deceased persons in the same degree who left living issue. Each surviving heir in the nearest degree shall receive one share and the share of each deceased person in the same degree shall be divided among his living descendants in the same manner. The first division of property shall be at the nearest degree of kinship at which there is a living descendant. All references in this will to per stirpes shall connote the above definition and shall not mean per capita.

(h) Any trust created hereunder may, but need not be, terminated in the sole discretion of the Trustee when the income of such trust shall become too low to cover all fees and expenses of administration and also to yield a reasonable return to the beneficiaries. In such event, the Trustee shall distribute the assets thereof in the possession of the Trustee to the then current beneficiary or beneficiaries of the income and if more than one beneficiary is so entitled, in the proportions in which they are beneficiaries.

(i) I direct that all estate, inheritance, or death tax, if any, incurred by my estate by reason of my death shall be paid by my Personal Representative solely out of the property designated as the Family Trust and that none of such taxes shall be paid out of the property qualifying for the marital deduction for federal estate tax purposes.

ITEM XIII
SPENDTHRIFT PROVISION

To the extent permitted by law, no interest of any devisee or beneficiary in the income or principal of any trust hereby created shall be subject to pledge, assignment, sale or transfer in any manner without the written consent of the Trustee, nor shall any devisee or beneficiary have power in any manner to anticipate, charge or encumber his or her said interest, nor shall said interest of any devisee or beneficiary be liable or subject in any manner while in the possession of the Trustee for the debts, contracts, obligations, liabilities, engagements or torts of such devisee or beneficiary.

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ITEM XIV
SIMULTANEOUS DEATH

(a) In the event that my said husband and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or if I survive him by any ascertainable period of time, I shall be presumed to have survived my said husband for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition for taking property under this Will.

(b) In the event that any beneficiary, other than my husband, and I shall die in a common accident or disaster, or under circumstances creating doubt as to which of us survived the other, or I survive said beneficiary by any ascertainable period of time, the said beneficiary shall be presumed to have predeceased me for all purposes under this Will, notwithstanding any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition for taking property under this Will.

ITEM XV
APPOINTMENT OF FIDUCIARIES

(a) I hereby nominate, constitute and appoint my husband, Charles Thomas Parsons, as Personal Representative of this my Last Will and Testament.

(b) I hereby nominate, constitute and appoint my husband, Charles Thomas Parsons, as Trustee of each trust created hereunder.

(c) I direct that my Personal Representative and Trustee shall not be required to give bond to insure the faithful performance of the duties herein imposed or to file an inventory, accounting or appraisal of my estate or of any trust or share thereof in any court, though they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time; and I direct that they shall be free from the control and supervision of any court. I hereby vest in my Personal Representative the same full powers of management, control and disposition of my estate as are given to my Trustee under the terms of this Will.

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(d) My Personal Representative and Trustee shall be entitled to a reasonable compensation for services hereunder and shall have and recover of my estate any actual out-of-pocket expenses incurred in administering my estate and the trusts created hereunder.

(e) If my husband should be unable or unwilling to serve or continue to serve as Personal Representative for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my friend, Brad A. Hendrix, Sr. as successor Personal Representative.

(f) If my husband should be unable or unwilling to serve or continue to serve as Trustee for any reason including, but not limited to, death, resignation or incapacity, I hereby nominate, constitute and appoint my friend, Brad A. Hendrix, Sr. as successor Trustee.

(g) My Successor Personal Representative and Successor Trustee shall have the same rights, powers, duties, responsibilities and exemptions as are herein conferred upon the original Personal Representative and Trustee and shall be released from all liability for any action or omission to act by any predecessor.

(h) Any Trustee may resign at any time upon sixty (60) days written notice to the current income beneficiaries of any trust administered by such Trustee.

(i) Notwithstanding any other provision of this instrument to the contrary, I hereby limit the general discretionary powers of each Trustee who is an individual so that (i) no individual Trustee shall make or participate in any decision regarding a discretionary distribution to that Trustee personally, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of §§2041 and 2514 of the Internal Revenue Code of 1986, as from time to time amended, and (ii) no individual Trustee may use trust income or principal to discharge any legal or support obligation of that Trustee individually.

ITEM XVI
ANCILLARY ADMINISTRATION

In the event it is deemed necessary to have administration upon my estate in any state other than the State of Alabama and said Personal Representative shall not see fit or shall be unable to

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qualify as Personal Representative in such state, then any person or corporation designated by said Personal Representative shall act as ancillary Administrator and if necessary also as trustee in such jurisdiction. It shall be the duty of such ancillary Administrator and trustee to complete the administration of my estate in such state as soon as practicable and to transmit all property and assets belonging to my estate to my said Personal Representative hereunder. Such ancillary Administrator and trustee shall have the right, with the consent and approval in writing of said Personal Representative, to exercise any of the powers herein conferred upon the Personal Representative or Trustee hereunder.

IN WITNESS WHEREOF, I, Jewell S. Parsons, the Testator, sign my name to this instrument this 23rd day of September, 1997, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament 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 18 years of age or older, of sound mind, and under no constraint or undue influence.

Jewell S. Parsons

Jewell S. Parsons

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We, Kathleen Klein and Robin McClinton, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator, Jewell S. Parsons, signs and executes this instrument as her Last Will and Testament and that she 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 (18) years of age or older, of sound mind, and under no constraint or undue influence.

Kathleen Klein
Witness

Address: 800 Shades Creek Parkway, Suite 400
Birmingham, Al. 35209

Robin McClinton
Witness

Address: 800 Shades Creek Pkwy, Suite 400
Birmingham, Alabama 35209

STATE OF ALABAMA)
JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me, Joey D. Duke, by Jewell S. Parsons, the Testator, and subscribed and sworn to before me by Kathleen Klein and Robin McClinton, witnesses, this the 23 day of September, 1997.

[SEAL]

Notary Public
My Commission Expires 10-21-99

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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama
JEFFERSON COUNTY

I, Michael F. Bolin, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument ______ of writing ha __S__ 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 __JEWELL S. PARSONS__ Deceased and that said Will ____________________ together with the proof thereof have been recorded in my office in Judicial Record, Volume JR1932, Page 565-590

In witness of all which I have hereto set my hand, and the seal of the said Court, this date __MAY 24, 2002__.

PROBATE - 98

Michael F. Bolin, Judge of Probate.

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Shelby Cnty Judge of Probate,AL
10/16/2002 10:17:00 FILED/CERTIFIED

CERTIFICATE TO COPIES

The State of Alabama

JEFFERSON COUNTY

PROBATE COURT

I, Carol K. Johnson, 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 & TESTAMENT

in the matter of THE ESTATE OF JEWELL S PARSONS

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

Given under my hand and seal of said Court, this

the 27TH day of SEPTEMBER, 20 02

Carol K Johnson

Chief Clerk