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Shelby Cnty Judge of Probate, AL
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IN THE MATTER OF THE ESTATE OF: DONALD R. PRITCHARD, Deceased.)))))	PROBATE COURT OF JEFFERSON COUNTY, ALABAMA CASE NO. - - 1 9 2 9 5 2 - -
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PETITION FOR PROBATE OF WILL

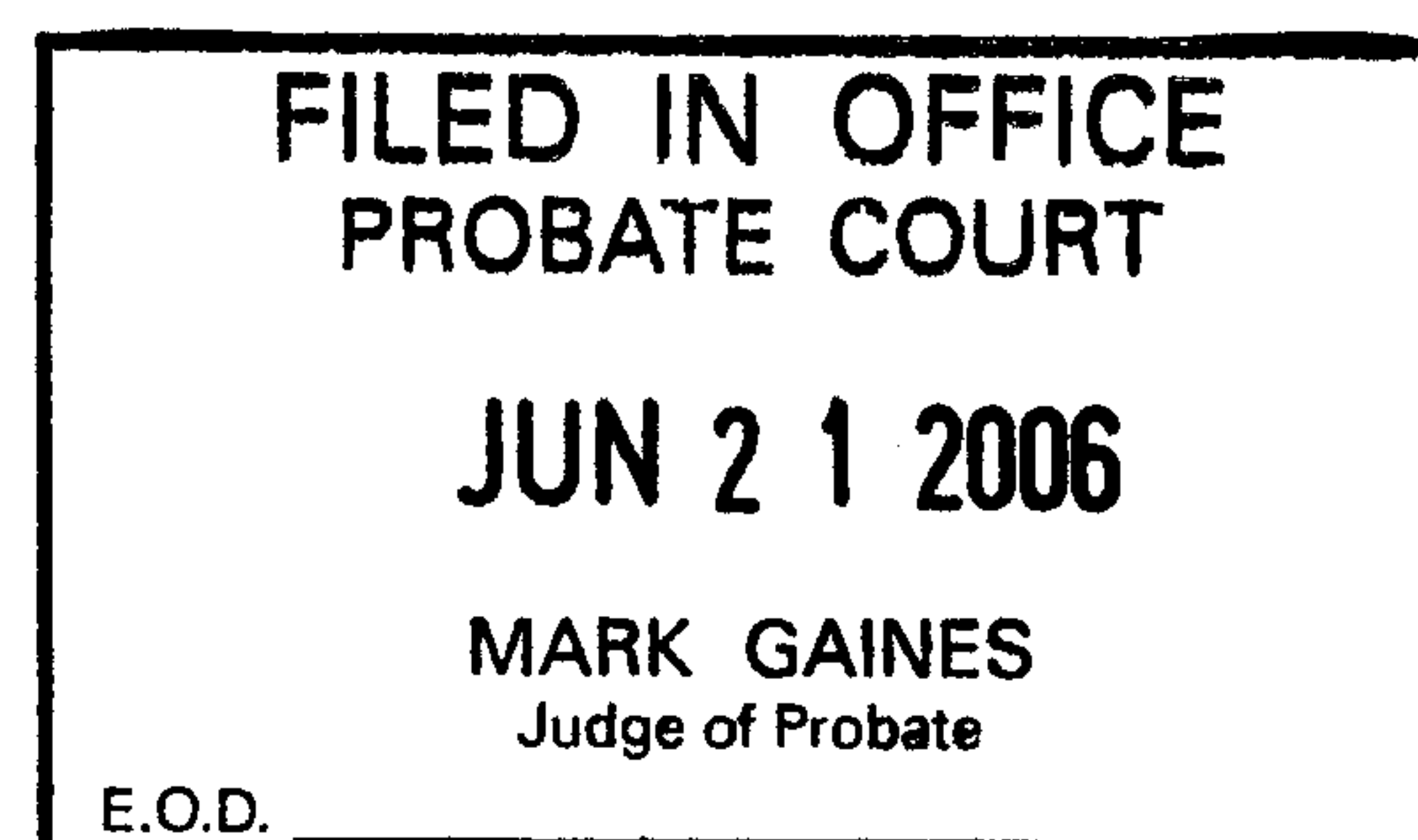
Comes the petitioner, Sue Camp Pritchard, and shows unto this Court the following facts:

1. Donald R. Pritchard (the "decedent") died testate at Birmingham, Jefferson County, Alabama, on the 12th day of June, 2006, and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is the decedent's Last Will and Testament, naming the petitioner as Personal Representative thereof, which was duly signed by said decedent when over eighteen (18) years of age, and were attested by the following witnesses:

NAME	PRESENT ADDRESS
W. S. Pritchard, Jr.	303 Easton Circle Birmingham, Alabama
Sharron K. Cosby	Address Unknown
Eleanor Wright	800 Financial Center Birmingham, Alabama

Also surrendered herewith is the First Codicil to Will of Donald R. Pritchard, which was duly signed by said decedent when over eighteen (18) years of age, and were attested by the following witnesses:

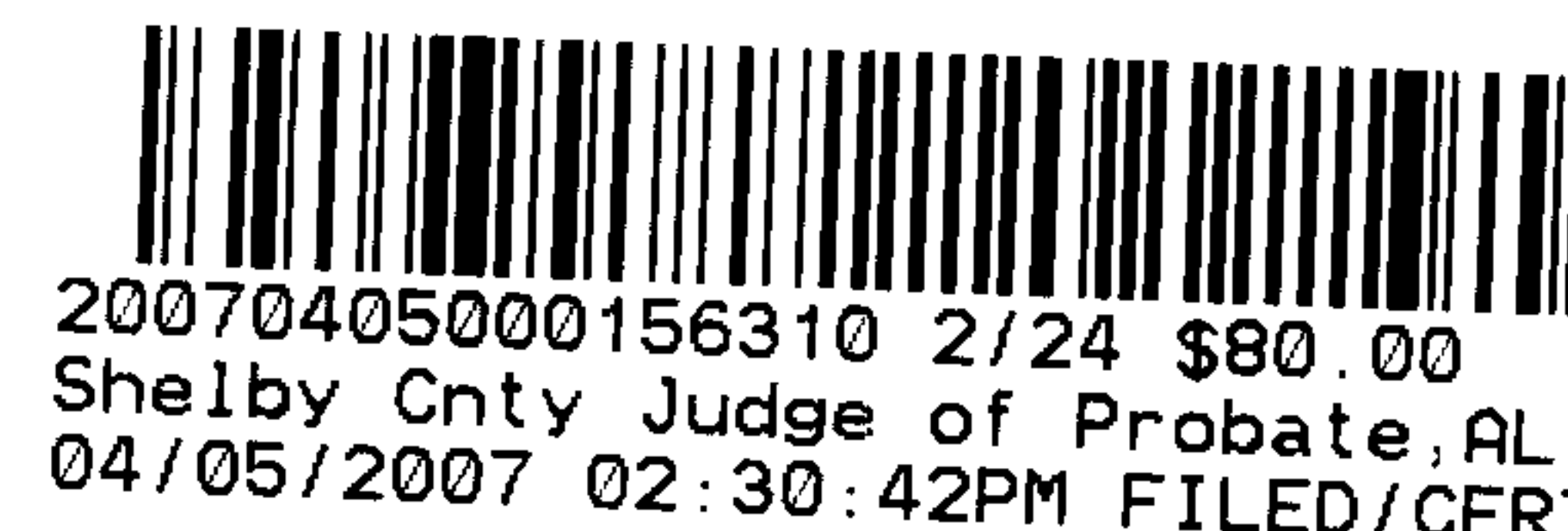


NAME**PRESENT ADDRESS**

Ann A. Pritchard

303 Easton Circle
Birmingham, Alabama

W. S. Pritchard, Jr.

303 Easton Circle
Birmingham, Alabama

3. The following is a true, correct, and complete list of the names, ages, conditions, relationships and addresses of the decedent's surviving next-of-kin:

NAME, AGE, CONDITION, RELATIONSHIP, and ADDRESS:

Suelon Camp Pritchard, over 21 yrs., of sound mind, spouse;
2840 Cherokee Road; Birmingham, Alabama 35223;

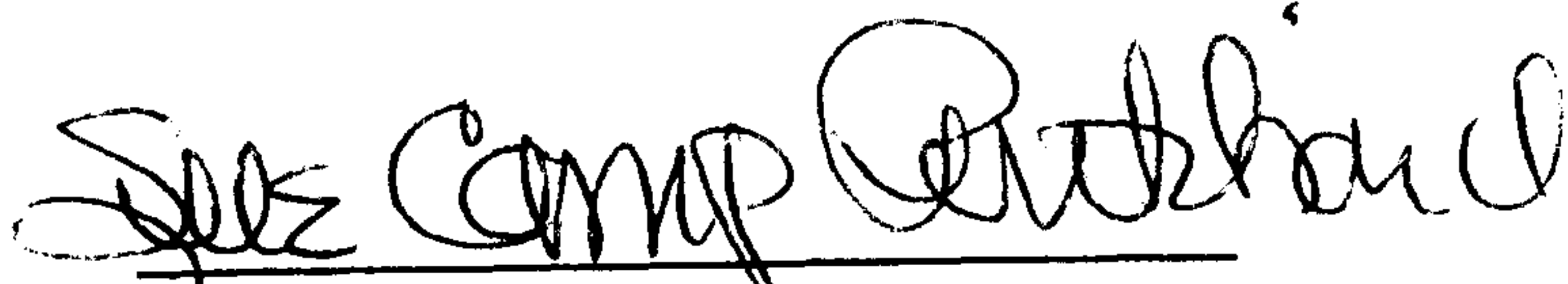
Louise Pritchard Griffin, over 21 yrs., of sound mind, daughter;
2318 Brookshire Place, Birmingham, Alabama 35213;

Elon Pritchard Allen, over 21 yrs., of sound mind, daughter;
3203 Pine Ridge Road, Birmingham, Alabama 35213;

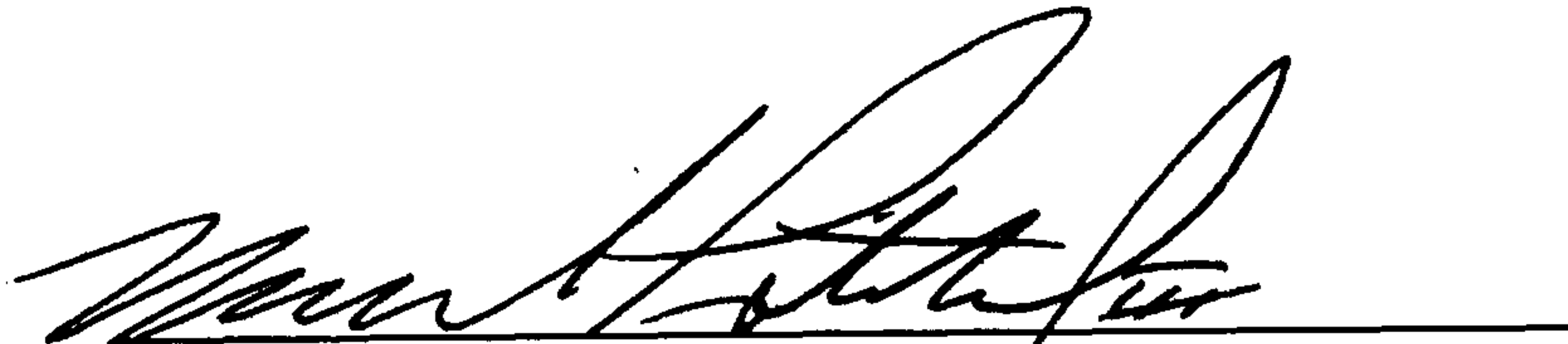
Joseph Camp Pritchard, over 21 yrs., of sound mind, son;
53 Pine Crest Road, Birmingham, Alabama 35223;

Donald Ross Pritchard, Jr., over 21 yrs., of sound mind, son;
4008 Old Leeds Road, Birmingham, Alabama 35213.

WHEREFORE, the petitioner prays that this Court will take jurisdiction of this petition, will cause all such notice or citations to issue to said surviving next-of-kin, and attesting witnesses as may be proper in the premises; and will cause such proceedings to occur, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of said Will as the Last Will and Testament of the decedent.



Sue Camp Pritchard
2840 Cherokee Road
Birmingham, Alabama 35213



William S. Pritchard, III

PRITCHARD, McCALL & JONES, L.L.C.
800 Financial Center
505 North 20th Street
Birmingham, Alabama 35203
Phone: (205) 328-9190

Attorneys for Petitioner

ACKNOWLEDGMENT

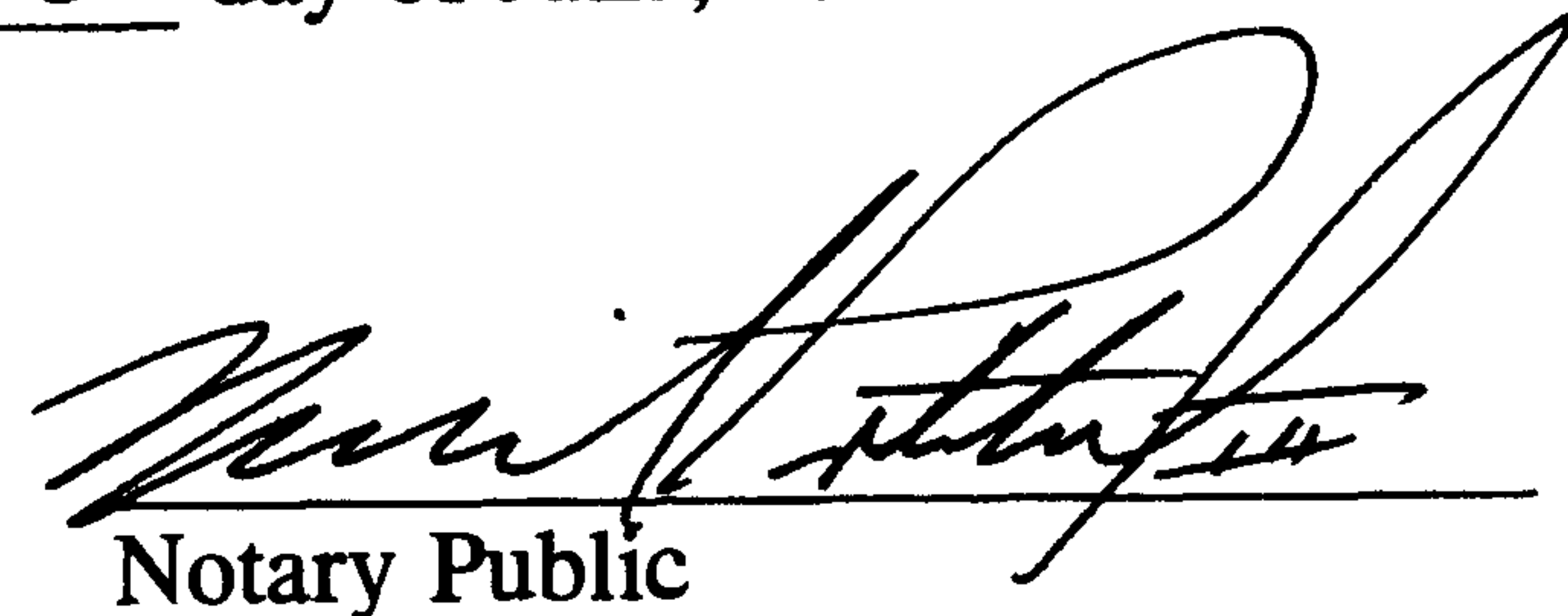


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STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Sue Camp Pritchard, who, being first duly sworn, make oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

Sworn to and subscribed before me on this the 16th day of June, 2006.


Notary Public

FILED IN OFFICE THIS THE
21 DAY OF June, 20 06
FOR PROBATE AND RECORD.
Mark Gainer
JUDGE OF PROBATE

LAST WILL AND TESTAMENT
OF
DONALD R. PRITCHARD

-102052-

JR 2505 PG 541

I, Donald R. Pritchard, of Birmingham, Alabama, declare this to be my will, and I revoke all prior wills and codicils that I have made.

ARTICLE I

All estate, inheritance, and other death taxes (including interest and penalties, if any, but excluding any generation-skipping tax), together with the expenses of my last illness and all administration expenses including an appropriate marker for my grave, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this will) shall be paid out of and charged generally against the principal of my residuary estate. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my executor shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036(c) of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this will shall be charged to the property constituting the transfer in the manner provided by applicable law.

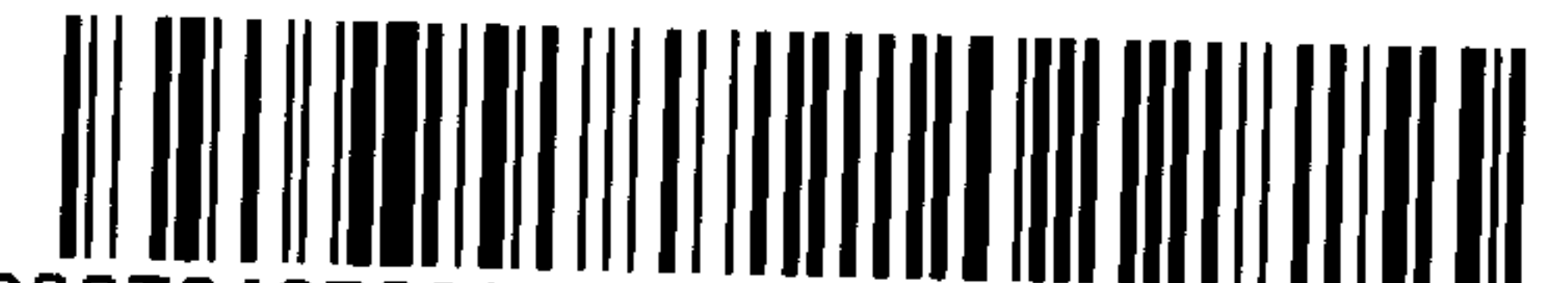
ARTICLE II

A. I give all of my other tangible personal property that I own at my death, including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, club memberships and stadium certificates, wearing apparel, and other articles of household or personal use or ornament, together with any insurance on any specific item, to Sue Camp Pritchard ("my spouse"), if my spouse is living on the thirtieth day after the date of my death, or, if my spouse is not then living, to my children, per stirpes, in shares of substantially equal value, to be divided in such manner as they shall agree or, if they shall fail to agree upon a division within six months after the date of my death, as my executor shall determine.

B. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of administration of my estate.

ARTICLE III

A. If my spouse is living on the thirtieth day after the date of my death, I give to the trustee designated in paragraph B of Article IX of this will, as a general legacy, to be held, as of the date of my death, in a separate trust named the Family Trust the largest amount, if any, which, if allocated to the Family Trust, would result in no increase in federal estate tax payable at my death by reason of taking into account the unified credit and the credit for state death taxes (but only if use of the state death tax credit does not require an increase in the state death taxes paid which are computed by reference to that state death tax credit) allowable to my estate, but no other



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credits. The Family Trust shall be administered as provided in Article VI of this will.

B. I recognize that under some circumstances no property may be allocated to the Family Trust pursuant to the formula set forth in paragraph A of this Article.

C. For purposes of determining the pecuniary amount to be allocated to the Family Trust, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effects of certain tax elections made by my executor or the trustee;

2. None of the provisions of this Article, including for example the use of the term "largest," shall be construed as requiring any particular exercise or nonexercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

3. The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property given to my spouse, and shall be increased if and to the extent required by subparagraph 2 of paragraph D of this Article.

D. For purposes of funding the Family Trust:

1. Property allocated in kind shall be valued at its fair market value as of the date of its allocation to the Family Trust; and

2. All property or proceeds of property with respect to which the federal estate tax marital deduction would not be allowable, if distributed outright to my spouse, shall be allocated to the Family Trust.

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ARTICLE IV

I give all my residuary estate, which shall not include any property over which I have a power of appointment, as follows:

A. If my spouse survives me, to the trustee designated in paragraph B of Article IX of this will, to be held as a separate trust named for my spouse and to be administered as provided in Article V of this will; or

B. If my spouse predeceases me, to the trustee designated in paragraph B of Article IX of this will, to be held as a separate trust named the Family Trust and to be administered as provided in Article VI of this will.

ARTICLE V

If my spouse survives me, the trust named for my spouse shall be administered as follows:

A. Commencing as of the date of my death and during the life of my spouse the trustee shall distribute to my spouse:

1. The entire net income of the trust in convenient installments, at least as frequently as quarter-annually;

2. As much or all of the principal of the trust as the trustee from time to time believes desirable for the health, support in reasonable comfort, best interests, and welfare of my spouse, considering all circumstances and factors deemed pertinent by the trustee; and

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3. As much of the principal of the trust as my spouse from time to time may direct in writing, except that (i) total distributions under this subparagraph by the trustee to my spouse in any calendar year shall not exceed in value whichever is greater, (a) five thousand dollars, or (b) five percent of the aggregate value of the principal of the trust named for my spouse at the end of the year, and (ii) this right of withdrawal shall expire on the day preceding the date of death of my spouse.

B. Notwithstanding any other provision of this instrument, upon the death of my spouse, all income of the trust which is accrued or undistributed at my spouse's death shall be paid to the estate of my spouse.

C. Upon the death of my spouse, the trustee shall pay from the remaining principal of the trust, directly to the appropriate governmental authority or authorities or to the personal representative of my spouse's estate, as the trustee deems advisable, without seeking reimbursement or recovery from any person, the amount by which the estate, inheritance, and other death taxes (including interest and penalties, if any, but excluding any generation-skipping tax) payable in any jurisdiction by reason of my spouse's death shall be increased as a result of the inclusion of any part of the trust in the gross estate of my spouse for such tax purposes, as certified in writing by the personal representative of my spouse's estate.

D. Upon the death of my spouse, such part or all of the principal of the trust remaining after the payments, if any, required by paragraph C of this Article shall be distributed to such one or more persons who are descendants of mine, or who at any time were married to a descendant of mine, as my spouse may appoint by will specifically referring to this power of appointment.

E. Upon the death of my spouse, the then remaining principal of the trust not effectively appointed by my spouse under the power created in paragraph D of this Article shall be added to, and shall thereafter be administered as part of, the principal of the Family Trust under Article VI of this instrument.

ARTICLE VI

The Family Trust shall be administered as follows:

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A. If my spouse survives me, then commencing as of the date of my death and during the life of my spouse, the trustee shall distribute to any one or more of my spouse and my descendants from time to time living as much of the net income and principal of the Family Trust, even to the extent of exhausting principal, as the trustee from time to time believes desirable for the health, support in reasonable comfort and education of my spouse and my descendants, in each case considering all circumstances and factors deemed pertinent by the trustee; provided, however, that:

1. Any undistributed net income shall be accumulated and added to the principal of the Family Trust, as from time to time determined by the trustee;

2. My primary concern during the life of my spouse is for the health and support in reasonable comfort of my spouse, and the trustee need not consider the interest of any other beneficiary in making distributions to my spouse under this paragraph;

3. Insofar as the trustee deems it advisable, no principal of the Family Trust shall be distributed to my spouse

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as long as any principal remains in the trust named for my spouse.

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4. The trustee may make unequal distributions to my descendants or may exclude one or more of them, and, shall have no duty to equalize those distributions.

B. If my spouse survives me, then upon the death of my spouse, the trustee shall distribute such part or all of the principal of the Family Trust as then constituted and any accrued or undistributed net income thereof to such one or more persons who are descendants of mine, or who at any time were married to a descendant of mine, as my spouse may appoint by will specifically referring to this power of appointment.

C. Upon the death of my spouse, the remaining principal of the Family Trust not effectively appointed by my spouse under the power created in paragraph B of this Article shall be distributed, per stirpes, to my descendants living at the death of my spouse.

D. Despite the preceding provisions of this instrument, the trustee may elect to withhold any property otherwise distributable under paragraph C of the Article to a beneficiary who has not reached the age of twenty-five years and may retain the property for that beneficiary in a separate trust named for the beneficiary, to be distributed to the beneficiary when he or she reaches the age of twenty-five years, or before then if the trustee so elects. The trustee shall apply as much of the net income and principal of the trust so retained as the trustee believes desirable for the health, support in reasonable comfort, education, best interests, and welfare of the beneficiary for whom the trust is named, considering all circumstances and factors deemed pertinent by the trustee. Any undistributed net income shall be accumulated and added to principal, as from time to time determined by the trustee. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining net income and principal of the trust shall be distributed to the beneficiary's estate.

ARTICLE VII

The provisions of this Article shall apply to each trust held under this instrument and paragraph H of this Article shall also apply to all other dispositions under this instrument:

A. If at any time a beneficiary eligible to receive income or principal distributions is under legal disability, or in the opinion of the trustee is incapable of properly managing his or her financial affairs, then the trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustee for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed conservator of the estate (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no conservator of the estate has been appointed.

B. Except as otherwise provided in this instrument, all income accrued or undistributed at the termination of any interest shall be prorated in accordance with Alabama law between the beneficiary whose interest has terminated the the next beneficiary in interest.

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JP 2505 PG 540

C. Among the circumstances and factors to be considered by the trustee in determining whether to make discretionary distributions of net income and principal to a beneficiary are the other income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets. As used throughout this instrument, the term "education" includes, but is not limited to, private schooling at the elementary and secondary school level, college, graduate and professional education, and specialized or vocational training. I request, but not require, that the trustee consider the suggestions of my spouse as to the needs of each person (including my spouse) to whom payments may be made. In no event, however, shall the trustee be obligated to follow such suggestions.

D. Except as otherwise provided by law, no power of appointment or power of withdrawal shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of the trustee, or to involuntary transfer in any event.

E. Any trust principal or net income as to which a power of appointment is exercised shall be distributed to the appointee or appointees upon such conditions and estates, in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. In determining whether a testamentary power of appointment has been exercised, the trustee may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within six months after the holder's death.

F. If at any time the trustee shall determine that the trust is of a size that is no longer economical to administer, the trustee, without further responsibility, may (but need not) distribute the trust to the beneficiaries for whom the trust is named, or, in the case of the Family Trust, to my spouse.

G. Notwithstanding any other provision of this instrument, at the end of twenty-one years after the death of the last to die of myself, my spouse, and all descendant of mine who are living at the death of the first to die of my spouse and me, the trustee shall distribute the principal and all accrued or undistributed net income of the trust to the beneficiary for whom the trust is named.

H. For purposes of determining who is a descendant of mine or of any other person:

1. Legal adoption before the person adopted reached the age of twenty-one years shall be the equivalent in all respect to blood relationship; and

2. A person born out of wedlock and those claiming through that person shall be deemed to be descendants (i) of the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, of the natural father and his ancestors, in each case unless a decree of adoption terminates such natural parent's parental rights.

I. Upon making any payment or transfer, the 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 the trust, that

Signature

trust shall terminate and the trustee shall be fully discharged as to that trust.

ARTICLE VIII

A. The trustees shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustees:

1. To collect the income or trust property.
2. To compromise, abandon, adjust and settle in the trustees' discretion any claim in favor of or against the trust.
3. To hold and retain without liability for loss or depreciation any property or securities transferred to the trustees or to which the trustees become entitled, including any partnership interest (whether general or limited or special), shares of regulated investment companies or trusts (whether open-end or closed-end), stock or interest in any family corporation, partnership or enterprise, or any stock or obligation of any corporate trustee acting hereunder (and any successor thereto) or any of its affiliates without regard to any statutory or constitutional limitations applicable to the investment of funds and though the retention might violate principles of investment diversification, so long as the trustees shall consider the retention for the best interests of the trust.
4. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, auction, convey, exchange, transfer, lease or rent for a period beyond the term of the trust (or for a lesser period) for improvement or otherwise, or to grant options, or otherwise dispose of all or any portion of the trust in such manner and upon such terms and conditions as the trustees may approve.
5. To invest and reinvest the trust or any portion thereof in such loans, bonds, common or preferred stocks, notes, mortgages, participations in mortgages, common trust funds, securities, shares of regulated investment companies or trusts, partnerships (whether general, limited, or special), or other property, real or personal (including undivided interests therein and partial interests such as life estate, term or remainder interests), or to purchase and sell options (including listed options), or to exercise options, rights, or warrants, and to purchase securities or other property as the trustees may deem suitable, whether so-called "legal" investments of trust funds or not, provided, however, that the corporate trustee, acting alone, is authorized to make temporary investments in interest bearing securities and notes, and to purchase and sell fractional shares and subscription rights to which the trust may become entitled.
6. To vote any stock or other security held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give consent for or with respect thereto; and to enter into or oppose, along or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation.
7. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to enter into, continue or extend any voting trust for the duration of or beyond the term of the trust, to appoint

Signature

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, and in exercising the powers in relation to such business enterprise, to receive extra or extraordinary compensation therefor.

8. 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 release, partition, vacate, abandon, grant easements in or over, dedicate or adjust the boundaries as to any such property.

9. 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 or production in connection therewith, to clear, drain, ditch, make roads, fence and plant part of 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 products 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 of such real estate or which the trustees 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 trustees may approve, and in general to take any action which the trustees deem necessary or desirable in such operation of farms and woodlands.

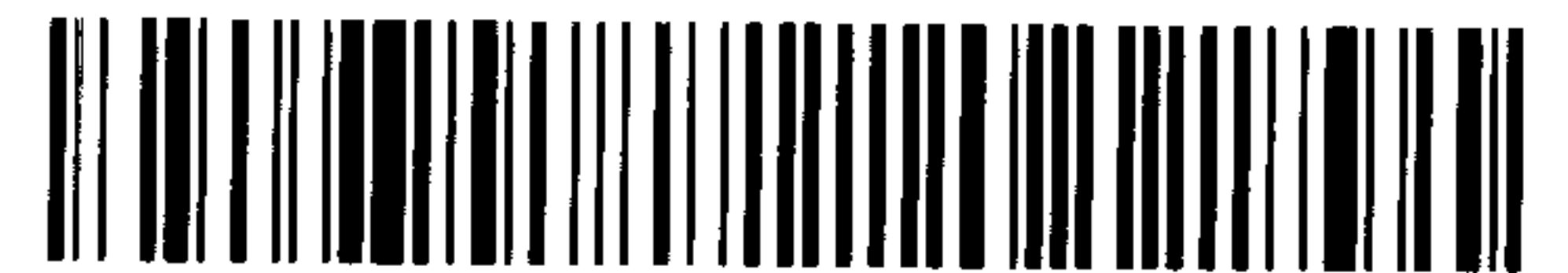
10. To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing and secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the trustees 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 instruments or agreements in connection therewith as the trustees deem necessary or desirable.

11. To borrow money from any lender, including the trustees, for such time and upon such terms as the trustees see fit, with or without security on or mortgage of any real property or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

12. To advance money to or for the benefit of any trust for any purpose of the trust, and the trustees shall be reimbursed for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.

13. To lend money to the personal representative of my estate or the estate of Sue Camp Pritchard ("my spouse"), and to purchase property from the personal representative of either estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification.

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14. To hold money in a custody arrangement while awaiting distribution or investment under the terms hereof, even though such money be commingled with other funds of a trustee (in which case such trustee shall keep a separate account of the same on the books of such trustee), and the trustees shall not be required to pay interest thereon.

15. To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the trustees deem necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

16. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the names of the trustees, in the name of a nominee, or in unregistered form.

17. To keep any property constituting part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustees deem necessary or desirable.

18. To determine whether any money or property coming into the hands of the trustees 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 trustees may deem just and equitable; provided, however, that any proceeds received by the trustees 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 Code, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the trustees 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 the retirement plan's proceeds to the trustees shall be treated by the trustees as income when received.

19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.

20. To exercise any power hereunder, either acting alone or jointly with others.

21. 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.

22. To divide or distribute the trust property as provided for hereunder in cash or in kind, or partly in each; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate allocations of unrealized gain for federal income tax purposes; to determine the value of any property so allocated, divided, or distributed; and to determine the share and identity of persons entitled to take hereunder.

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23. To deal with the fiduciary or fiduciaries of any other trust or estate, even though a trustee is also the fiduciary or one of the fiduciaries of the other trust or estate.

24. To merge and consolidate at any time after the death of the last to die of my spouse and me all the trust property with the trust property of any trust created by my spouse during the life of my spouse or by will and held by the same trustee for the benefit of the same persons who are beneficiaries hereunder, upon substantially the same terms and conditions as those set forth herein, and thereafter to administer the trust property as a single trust hereunder.

25. To receive any property, real or personal, to be added to the trust, from my spouse in any event (and, if the trustees consent in writing, from any other person) by lifetime or testamentary transfer or otherwise.

B. The powers granted in this Article shall be in addition to those granted by law and may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities. Notwithstanding any other provision of this instrument, upon written direction from my spouse, the trustee of the trust named for my spouse shall make productive any unproductive property or shall convert the same into productive property within a reasonable time, including in the case of proceeds of any retirement plan (as defined in subparagraph 18 of paragraph A of this Article) that is accumulating earnings within the plan, by withdrawal of those proceeds from the plan.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

D. The trustees' exercise or nonexercise of powers and discretions in good faith shall be conclusive on all persons. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustees that the trustees are acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

E. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Alabama.

ARTICLE IX

A. Any trustee may resign at any time by giving prior written notice to the beneficiary or beneficiaries to whom the current trust income may or must then be distributed.

B. On my death, I name my spouse, Sue Camp Pritchard, and my four children, namely, Louise Pritchard Griffin, Elon Pritchard Allen, Donald Ross Pritchard, Jr. and Joseph Camp Pritchard, as joint trustees of each trust held under this will. Except as otherwise provided in paragraph D of this Article, if my spouse and all of my children fail or cease to act as trustees hereunder for any reason, or if any successor trustee appointed as hereinafter provided ceases to act as trustee hereunder for any reason, the person or persons indicated in paragraph E of this Article shall, by written instrument, appoint any person or any bank or trust company, within or outside the State of Alabama, as successor trustee.

Signature



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C. The person or persons indicated in paragraph E of this Article may at any time, by written instrument approve the accounts of the trustee with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties.

D. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

E. A successor trustee may be appointed pursuant to paragraph B of this Article and the accounts of the trustee may be approved pursuant to paragraph C of this Article by a majority in number of the beneficiaries to whom the current trust income may or must then be distributed. If any person so entitled to act is then under legal disability, the instrument of appointment or approval may be signed by the lawful guardian of such person on his or her behalf.

F. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee. With the approval of the person or persons indicated in paragraph E of this Article who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and the property delivered by or for a predecessor trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor trustee.

ARTICLE X

A. I name my wife, Sue Camp Pritchard, as the Executrix, should she survive me, and should she predecease me or fail to qualify hereunder, then my four children, namely, Louise Pritchard Griffin, Elon Pritchard Allen, Donald Ross Pritchard, Jr., and Joseph Camp Pritchard, to be the co-executors of this will. No executor of this will shall be required to furnish bond or other security as executor.

B. In addition to all powers granted by law, my executor shall have all the powers and discretion with respect to my estate during administration that are set forth or referred to with respect to the trustees hereunder (including the power to sell real or personal property at public or private sales for any purpose and to hold title to property in the name of a nominee), to be exercised without court order.

C. I empower my executor (i) to make such election under the tax laws as my executor deems advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purpose alone, and (ii) to allocate the unused portion, if any, of my GST exemption to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passed under this will) in such manner as my executor deems advisable, in each case without regard to the relative interests of the beneficiaries; however, my executor 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 executor with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons.

Signature

AK 2545 PG 531

Donald R. Pritchard

100 Terminal Center

Harmon H. Busby

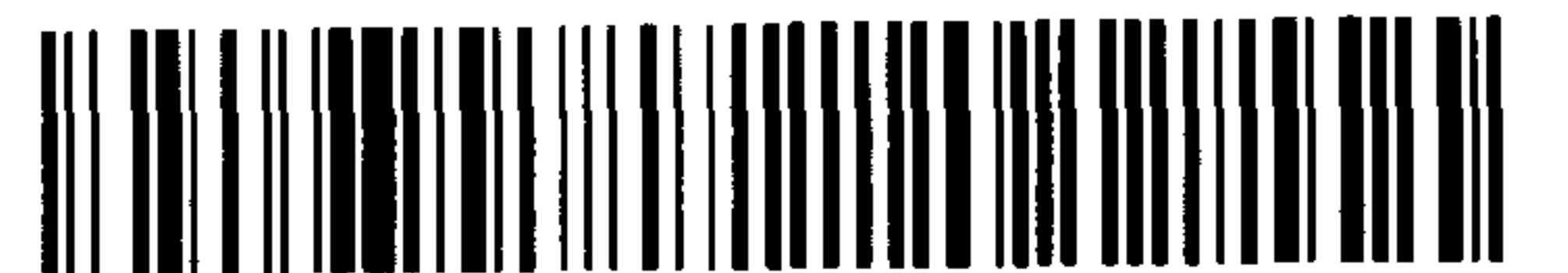
For Financial Control

Wm. W. Wright

H. D. Palmer

Signature _____

1-133952-1




20070405000156310 14/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

JK 2505 PG 550

FILED IN OFFICE THIS THE
21st DAY OF June, 2006
FOR PROBATE AND RECORD.
Mark Gainer
JUDGE OF PROBATE

--192952--


20070405000156310 15/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

First Codicil to Will of Donald R. Pritchard

I, Donald R. Pritchard, domiciled in the State of Alabama in the County of Jefferson, declare this to be a first codicil to my Will dated January 12, 1990.

My entire family, my spouse, my four children and their spouses, and all of our grandchildren, will be together on a family vacation in the Caribbean. In the unfortunate event catastrophes should occur and there should be no descendants of mine that should survive me, then in such event, and only in such event, I add the following Articles, to be designated as Article XI and amend my Article X to add a successor executor (personal representative), my nephew, W. S. Pritchard, III.

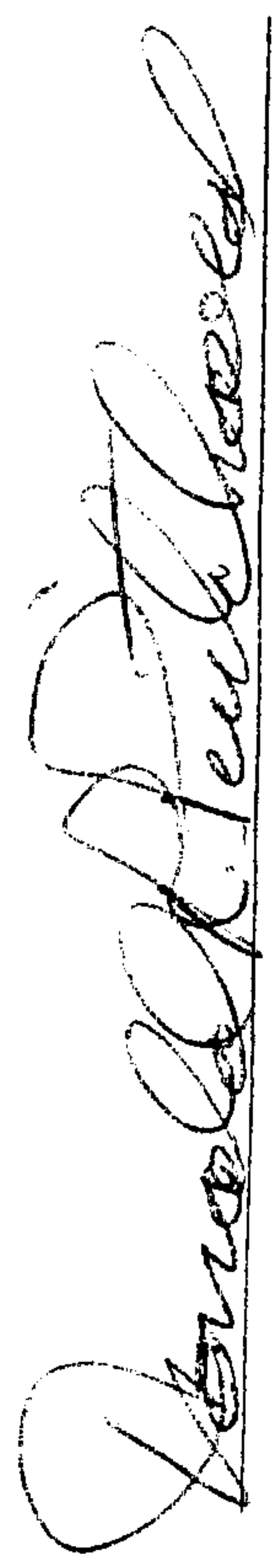
FIRST: I amend Article X of my Will to add as a successor executor (personal representative) my nephew, William S. Pritchard, III;

SECOND: I add the following Article, to be known as Article XI, viz:

ARTICLE XI

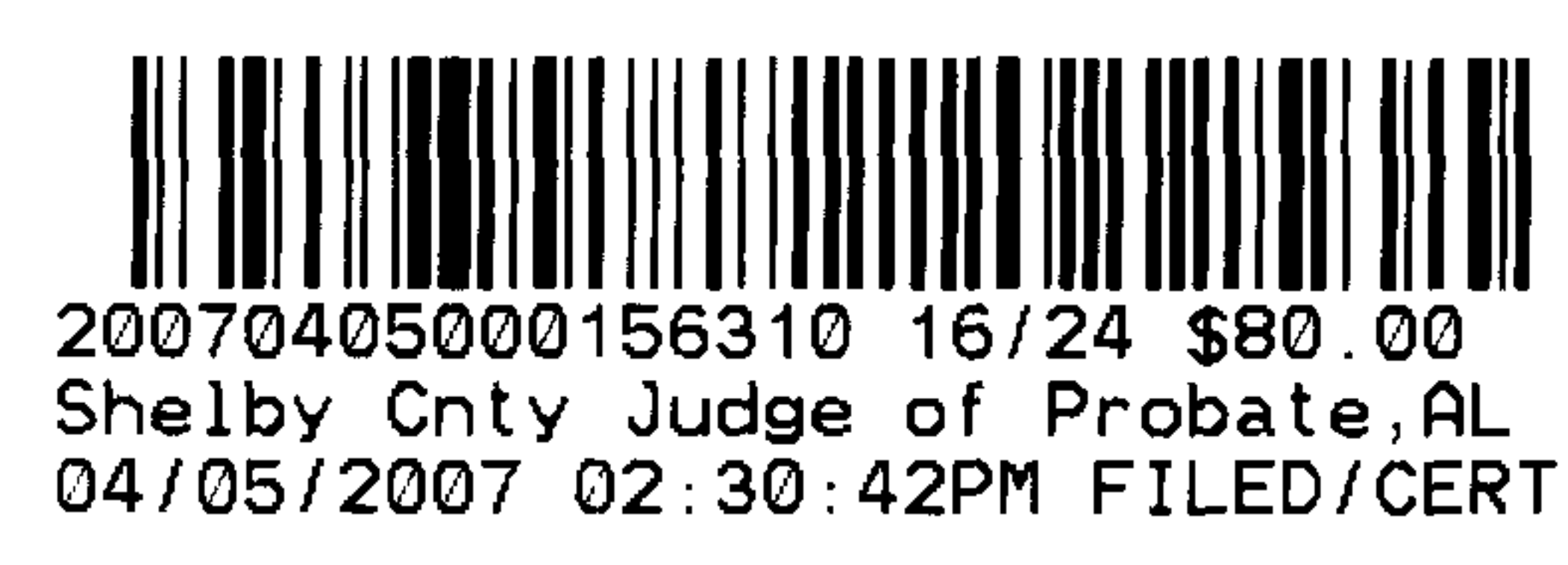
In the event I should not be survived by my spouse, or any of my children, or their spouses, or any grandchildren, I give the residue of my estate, consisting of all properties, of whatever kind and wherever located, that I own on the date of my death, to the following non-profit charitable organization, in the percentages designated, viz:

1. To the University of Alabama at Birmingham, Hugh Kaul Human Genetics Building Research, 15%;
2. To the University of Alabama at Birmingham Cancer Research, 15%;
3. To the University of Alabama at Birmingham Heart Disease Research, 15%;
4. To Highlands, North Carolina - Cashiers Hospital, 5%;




Signature

- 5. To the University of Alabama at Birmingham, Asthma and Allergies Research, 10%;
- 6. To the University of Alabama at Tuscaloosa, School of Arts/Science, to fund annual scholarships in the name of Catharine R. Pritchard and Louis Hinton Camp, 15%;
- 7. To the University of Alabama at Birmingham, Medical School, to fund annual scholarships for medical students, in the name of Pete Camp; 15%;
- 8. To St. Mary's Episcopal Church, 5%;
- 9. To Big Oak Boys Ranch, Gadsden, Alabama, 5%.

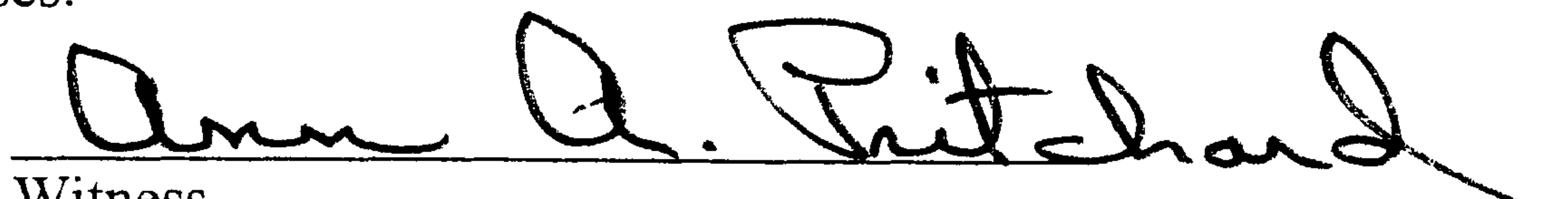



THIRD: In all other respects, I confirm and republish my Will dated January 12, 1990.

IN WITNESS WHEREOF, I have hereunto set my hand to this codicil to my Will on this 23 day of May, 2000.


Donald R. Pritchard

On the date last above written, the foregoing instrument was signed, published and declared in our presence by Donald R. Pritchard, to be a first codicil to his Will, and he requested us to act as witnesses thereto, and we, in his presence, and in the presence of each other, believing him then to be of sound mind and memory, acting voluntarily and not under duress or constraint of any kind, signed our names as attesting witnesses.


Witness


Witness

Witness

Signature

JR 2505 PG 555

20070405000156310 17/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

- - 192952 - -

CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama
JEFFERSON COUNTY

I, Mark Gaines, 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 DONALD R. PRITCHARD Deceased and that said Will testament together with the proof thereof have been recorded in my office in Judicial Record, Volume JR 2505, Page 544-554.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date JUNE 21, 2006.

PROBATE - 98

Mark Gaines, Judge of Probate.

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT


I, S. J. Rhodes, Acting, 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, First Codicil to Last Will and Testament and Certificate to the Probate of Will

in the matter of the estate of Doanld R. Pritchard Case# 192952

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

Given under my hand and seal of said Court, this

the 3rd day of April, 20 07


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Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

S J Rhodes
Acting Chief Clerk

The State of Alabama
Jefferson County

Probate Court

In Re

20070405000156310 19/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

Fee

IN THE MATTER OF THE ESTATE OF:) PROBATE COURT OF
DONALD R. PRITCHARD,)
Deceased.) JEFFERSON COUNTY, ALABAMA
CASE NO. 7 - 192952 - -

PETITION FOR LETTERS TESTAMENTARY WITHOUT BOND

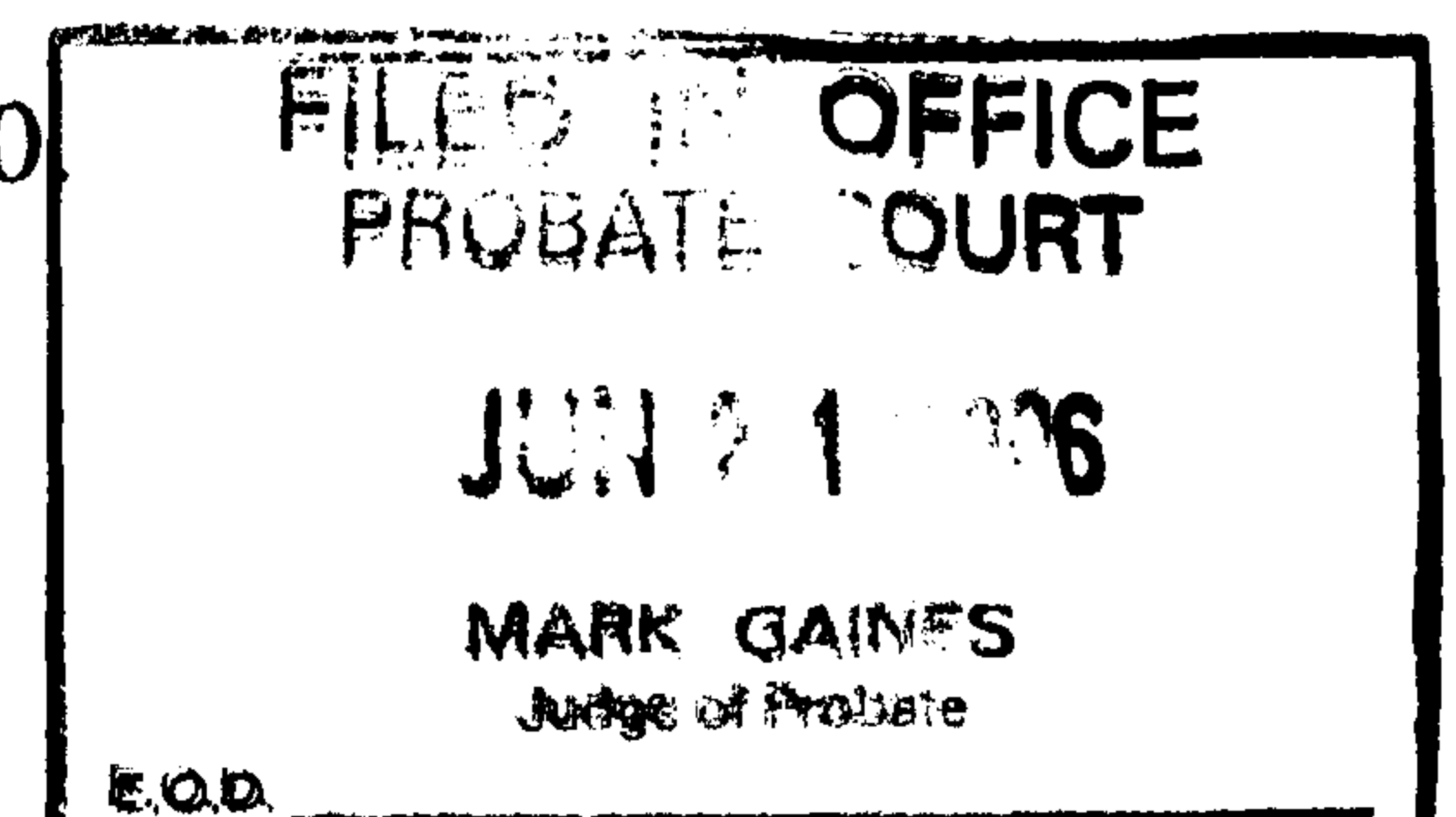
Come now your petitioners, Louise Pritchard Griffin, Elon Pritchard Allen, Joseph Camp Pritchard, and Donald Ross Pritchard, Jr., and show unto this Court the following facts:

1. In the Last Will and Testament of Donald R. Pritchard (the "decedent"), which Will, and First Codicil to the Will of Donald R. Pritchard, have been or shall be duly probated and admitted to record in this Court, the surviving spouse of the decedent, Sue Camp Pritchard, was nominated as Personal Representative thereof; however, Sue Camp Pritchard has renounced such appointment as evidenced by the RENUNCIATION OF SUE CAMP PRITCHARD AS PERSONAL REPRESENTATIVE attached hereto and made a part hereof.

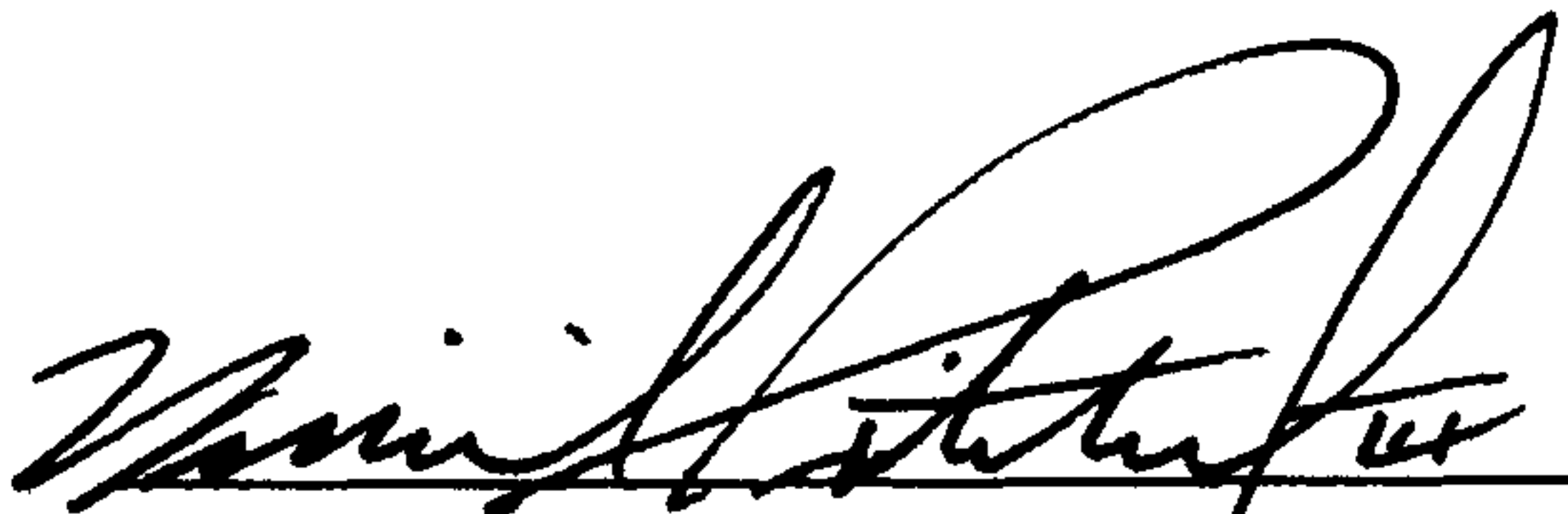
2. The Will further provides in Article X, that in the event Sue Camp Pritchard does not serve, then your petitioners, as the four children of the decedent, are named as Personal Representatives to serve without bond.

3. Your petitioners are all inhabitants of the State of Alabama; above the age of nineteen (19) years, and are not disqualified under the law from serving as such Personal Representatives. Under the terms of the decedent's Will, the Personal Representatives are exempted from giving bond.

4. The decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be in excess of \$500,000.




WHEREFORE, to the end that the properties constituting said estate may be collected and preserved for those who appear to have a legal interest therein, and that said Will and First Codicil may be executed according to the requests and directions of the decedent, the petitioners pray that the Probate Judge of this Court will grant letters testamentary to the petitioners without entering into bond, as is provided by the terms of said Will and First Codicil and authorized by Ala. Code § 43-2-81. This Petition does not require verification under the applicable statutes.


William S. Pritchard, III

PRITCHARD, McCALL & JONES, L.L.C.
800 Financial Center
505 North 20th Street
Birmingham, Alabama 35203
Phone: (205) 328-9190

Attorney for Petitioners



Louise Pritchard Griffin


Elon Pritchard Allen


Joseph Camp Pritchard


Donald Ross Pritchard, Jr.

Petitioners


20070405000156310 21/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

ACKNOWLEDGMENT

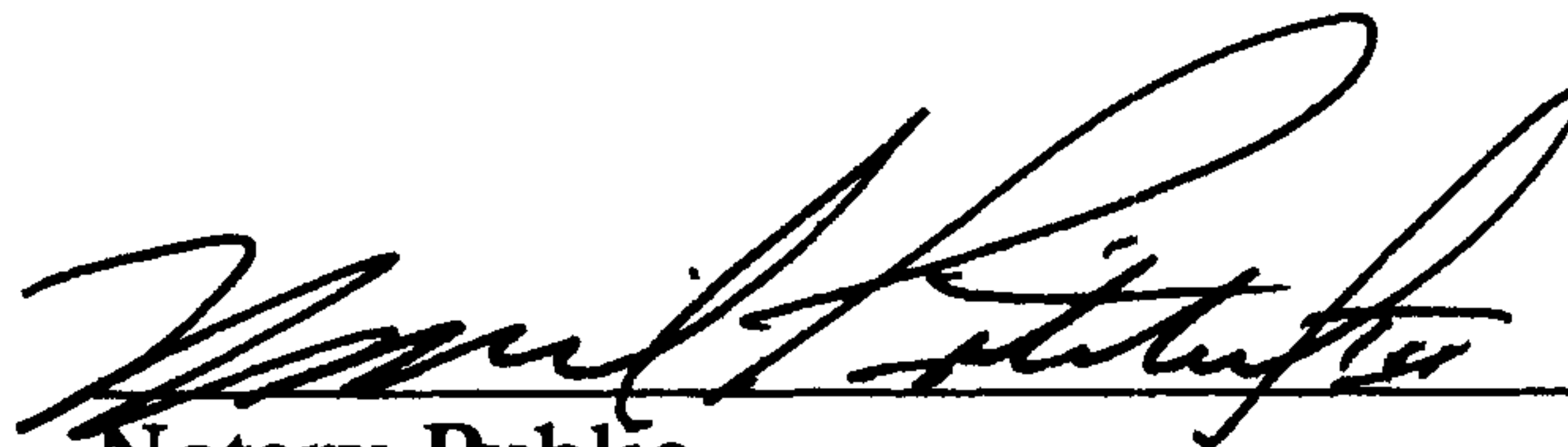
20070405000156310 22/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

--192952--

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Louise Pritchard Griffin, who, being first duly sworn, make oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

Sworn to and subscribed before me on this the 20th day of June, 2006.



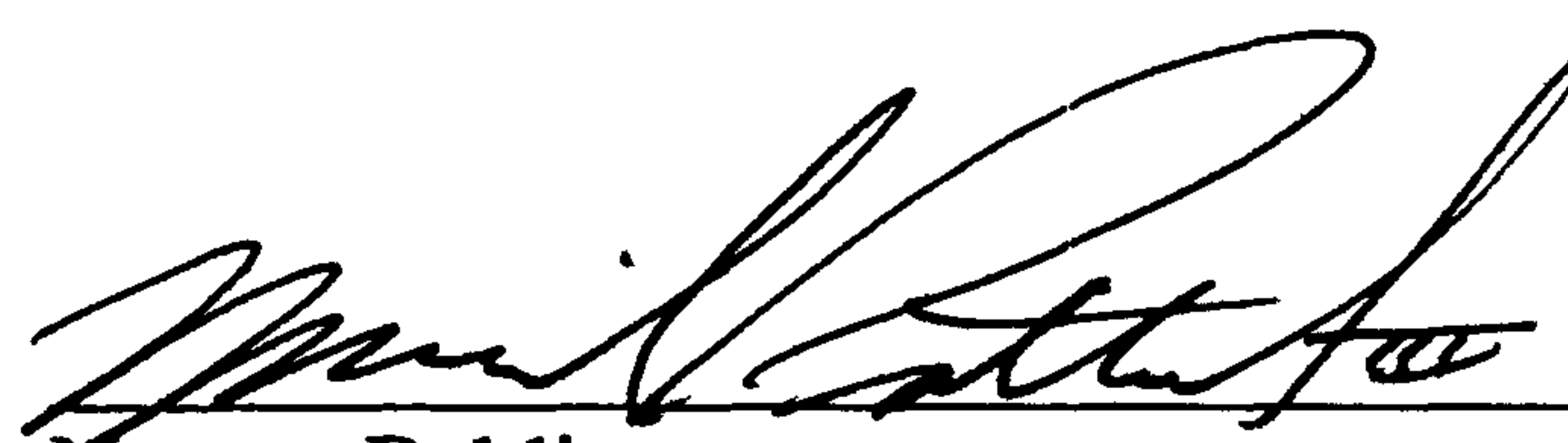
Notary Public
My Commission Expires: 3-16-08

ACKNOWLEDGMENT

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Elon Pritchard Allen, who, being first duly sworn, make oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

Sworn to and subscribed before me on this the 20th day of June, 2006.



Notary Public
My Commission Expires: 3-16-08

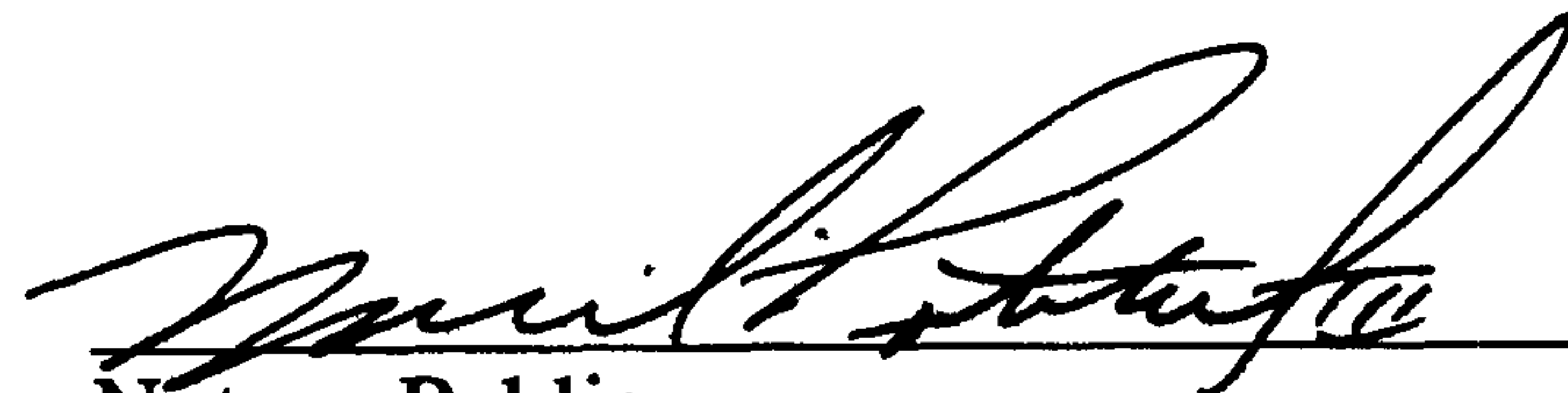
ACKNOWLEDGMENT

- - 192952 - -

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Joseph Camp Pritchard, who, being first duly sworn, make oath that he has read the foregoing petition and knows the contents thereof, and that he is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

Sworn to and subscribed before me on this the 20th day of June, 2006.



Notary Public
My Commission Expires: 3-16-08

ACKNOWLEDGMENT

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Donald Ross Pritchard, Jr., who, being first duly sworn, make oath that he has read the foregoing petition and knows the contents thereof, and that he is informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

Sworn to and subscribed before me on this the 20th day of June, 2006.



Notary Public
My Commission Expires: 3-16-08

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA


DONALD R. PRITCHARD

192952

CASE NO.

Deceased

LETTERS TESTAMENTARY


20070405000156310 24/24 \$80.00
Shelby Cnty Judge of Probate, AL
04/05/2007 02:30:42PM FILED/CERT

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
LOUISE PRITCHARD GRIFFIN, ELON PRITCHARD ALLEN, JOSEPH CAMP PRITCHARD
AND DONALD ROSS PRITCHARD, JR.

hereby granted to _____
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).

JUNE 21, 2006

WITNESS my hand this date, _____

ALAN L. KING

(SEAL)

Judge of Probate

I, _____, 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, _____

JANUARY 31, 2007

Chief Clerk