


STATE OF ALABAMA

COUNTY OF JEFFERSON


20070606000263260 1/7 \$29.00
Shelby Cnty Judge of Probate, AL
06/06/2007 10:40:48AM FILED/CERT

**SECOND AMENDMENT TO BENNY WAYNE DEAN
REVOCABLE LIFE INSURANCE TRUST AGREEMENT**

THIS AGREEMENT, made and entered into on this the 2 day of May, 2007, by and between the undersigned, BENNY WAYNE DEAN, as Grantor (hereinafter referred to as "Grantor"), and BENNY WAYNE DEAN, as Trustee (hereinafter referred to as "Trustee"), as follows:

W I T N E S S E T H:

WHEREAS, the undersigned, Benny Wayne Dean, did enter into a certain REVOCABLE LIFE INSURANCE TRUST AGREEMENT dated the 24th day of January, 1997, (Agreement) with Martha Renee Stewart and Janet Dean, as Trustee, which was revised on September 29, 1997, by that document titled "FIRST AMENDMENT TO BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT"; and

WHEREAS, the undersigned, Benny Wayne Dean, as Grantor and as Trustee, and Martha Renee Stewart and Janet Dean, Successor Trustees, in the event of the death, incapacity, inability or unwillingness to serve as a Trustee herein by Benny Wayne Dean, have all joined in the execution of this document for the purpose of showing consent as a trustee named herein pursuant to the terms hereof, and,

WHEREAS, pursuant to the provisions of Section IV of said REVOCABLE LIFE INSURANCE TRUST AGREEMENT, Grantor reserved the power to revoke, alter or amend, in whole or in part, the instrument, and he is now desirous of further amending the said Trust in certain respects, as hereinafter provided;

NOW, THEREFORE, in consideration of the premises, the said REVOCABLE LIFE INSURANCE TRUST AGREEMENT executed on the 24th day of January, 1997, by and between Benny Wayne Dean, as Grantor, and Martha Renee Stewart and Janet Dean, as Trustee, and, FIRST AMENDMENT TO BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT dated the 29th day of September, 1997, is further amended as follows:

Subsection 1 of Section VIII of said BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST dated January 24, 1997, and revised on September 29, 1997, as FIRST AMENDMENT TO BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT, said revised Subsection 1 of Section VIII, is hereby eliminated and deleted in its entirety and is substituted instead thereof the following:

1. Janet Dean, my wife, has expressed a desire to be removed as a successor trustee in the event that I, Benny

Wayne Dean, am unable to serve as a Trustee, in the event of my death, incapacity, inability or unwillingness to serve as Trustee. Therefore, Janet Dean is hereby removed as a Trustee and/or successor Trustee of the trust created in the TRUST AGREEMENT and any amendments thereto, as a successor Trustee, and Martha Renee Stewart is hereby named as sole successor Trustee in the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder by Benny Wayne Dean. Further, in the event of the death, incapacity, inability or unwillingness to serve as Trustee hereunder by Martha Renee Stewart, then the two sons of Benny Wayne Dean, Jeffrey Glen Dean and Gregory Wayne Dean, shall serve as Trustees of the trust created and known as the BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST and any AMENDMENTS thereto. Further, in the event of the death, incapacity, inability or unwillingness to serve as a Trustee hereunder as successors to Martha Renee Stewart in the event of her death, incapacity, inability or unwillingness to serve as Trustee hereunder, then the survivor of said two sons shall serve as sole Trustee under the trust created in the BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT and any AMENDMENTS thereto in the event of the death, incapacity, inability or unwillingness to serve as a trustee by one of the two aforementioned two sons of Benny Wayne Dean.

Grantor's Trustee last serving shall have the right to designate as a successor Trustee any bank or trust company having, at the time of such designation, total resources of not less than ONE HUNDRED TWENTY-FIVE MILLION DOLLARS (\$125,000,000.00), or any one or more individuals. Such designation shall be by a writing signed by Grantor's said sole remaining Trustee, properly notarized and attached to this TRUST AGREEMENT, along with the Amendments thereto.

2. Section VII of the BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT dated January 24, 1997, and all AMENDMENTS thereto, is further amended as follows:

(1) The one sentence in Item VII is hereby deleted and the following is added:

If I am married to my wife, Janet Dean, at the time of my death, then that property located at One, Country Hills Road, Montevallo, Alabama 35115, whose exact and legal description is:

Lot 10, according to the survey of Country Hill Sub-division, Phase One, as recorded in Map Book 11, Page 41, in the Probate Office of Shelby County, Alabama, at the time of my said death, my wife, Janet Dean, shall have the right to buy said aforementioned property for the sum of the appraised value but not more than One Hundred Eighty Thousand Dollars (\$180,000.00) within one year of the time of my death and may reside in said homeplace within one year of the time of my death and live in said house on said property rent free during such one year period or until purchased, whichever event shall first occur, so long as the taxes, insurance and reasonable maintenance of the premises shall be paid for by my said wife while she so resides there for one year after the death of Benny Wayne Dean. In the event that another home has been purchased or maintained as our principal residence at the time of my death, in the name of Benny W. Dean, the same scenario shall apply to such successor home except, under this circumstance, my wife, Janet Dean, if married to me at the time of my death, shall also have the right to purchase this homeplace, but for its appraised value. The purchase of the residence heretofore described or a successor home heretofore mentioned at the time of death of Benny Wayne Dean must be purchased by the wife of Benny Wayne Dean (Janet Dean) within twelve (12) months of the time of death of Benny Wayne Dean.

3. Janet Dean is joining in the execution of this SECOND AMENDMENT TO BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT for the purpose of evidencing consent for removal as Trustee of any and all trusts thereunder pursuant to the terms thereof. Further, Martha Renee Stewart and Jeffrey Glen Dean and Gregory Wayne Dean, have also joined in the execution of this AMENDMENT for the purpose of evidencing consent to act as a Trustee of any and all trust(s) created hereunder pursuant to the terms hereof and the TRUST AGREEMENT dated January 24, 1997, and the FIRST AMENDMENT dated September 29, 1997, and this SECOND AMENDMENT.

4. In all other respects, except as herein specifically altered and amended, as further altered and amended in that FIRST AMENDMENT TO BENNY WAYNE DEAN REVOCABLE LIFE INSURANCE TRUST AGREEMENT dated September 29, 1997, Grantor being Benny Wayne Dean, hereby ratifies and confirms the said original BENNY WAYNE DEAN

REVOCABLE LIFE INSURANCE TRUST entered into on January 24, 1997,
and these two amendments thereto.

IN WITNESS WHEREOF, the parties have executed this instrument
in the day and year first above written.

WITNESSES:

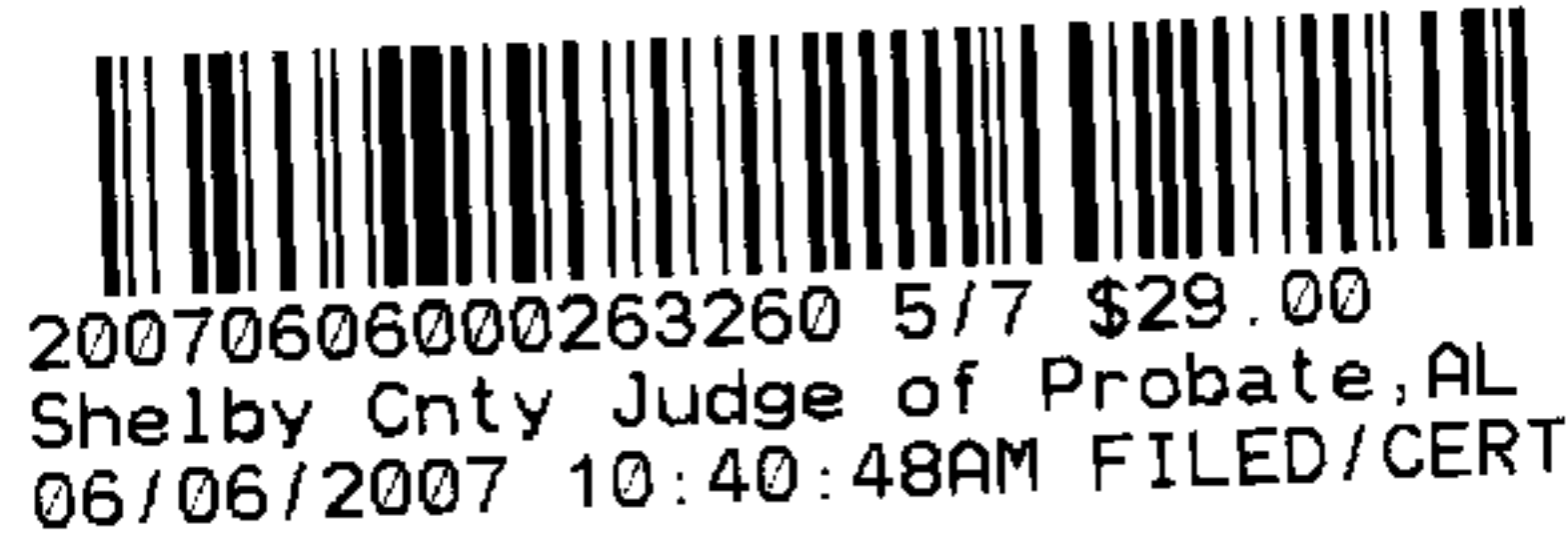
Benny Wayne Dean
BENNY WAYNE DEAN, Grantor and
Trustee

Martha Renee Stewart
MARTHA RENEE STEWART,
Successor Trustee

Jeffrey Glen Dean
JEFFREY GLEN DEAN,
Successor Trustee

Gregory Wayne Dean
GREGORY WAYNE DEAN,
Successor Trustee

Janet Dean
JANET DEAN, Prior
Successor Trustee



STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Benny Wayne Dean, whose name is signed to the foregoing instrument as Grantor and Trustee, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 2nd day of May, 2007.

Barbara Whitsett
Notary Public


Barbara Whitsett, Notary Public
Alabama, State at Large
My Commission Expires October 24, 2010 2010

MISSISSIPPI (u)
STATE OF ~~ALABAMA~~
RANKIN (u)
COUNTY OF ~~JEFFERSON~~

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Martha Renee Stewart, whose name is signed to the foregoing instrument as a Successor Trustee, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 14th day of May, 2007.

Kimberly D. Lowery
Notary Public



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STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Jeffrey Glen Dean, whose name is signed to the foregoing instrument as a Successor Trustee, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

May Given under my hand and official seal this 10th day of
2007.

James A. Dean
Notary Public

**My commission expires
September 1, 2008**

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Gregory Wayne Dean, whose name is signed to the foregoing instrument as a Successor Trustee, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

May Given under my hand and official seal this 10th day of
2007.

James A. Dean
Notary Public

**My commission expires
September 1, 2008**

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STATE OF ALABAMA

COUNTY OF ~~JEFFERSON~~

Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Janet Dean, whose name is signed to the foregoing instrument as a prior Successor Trustee, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

May Given under my hand and official seal this 7th day of May, 2007.

Janet Dean

Notary Public

**My commission expires
September 1, 2008**