



20071029000498580 1/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

PROBATE - 67

CERTIFICATE TO COPIES

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, WANDA MCDANIEL, 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; ALONG WITH THE CERTIFICATE TO THE PROBATE OF WILL;

PETITION TO THE PROBATE OF WILL; DECREE ON FINAL SETTLEMENT

in the matter of EMORY O CUNNINGHAM CASE # 169805

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

Given under my hand and seal of said Court, this

the 29 day of OCT., 20 07

Wanda L. McDaniel

Chief Clerk

**IN THE MATTER OF
THE ESTATE OF
EMORY O. CUNNINGHAM,
Deceased**

) **PROBATE COURT**
) **JEFFERSON COUNTY, ALABAMA**
)
) **CASE NO. 169805**

**PETITION OF JAMES E. CUNNINGHAM
FOR THE PROBATE OF THE WILL OF
EMORY O. CUNNINGHAM, DECEASED**

**TO THE HONORABLE GEORGE R. REYNOLDS, JUDGE OF PROBATE, JEFFERSON
COUNTY, ALABAMA:**

Comes now your petitioner, James E. Cunningham, and respectfully represents unto
your Honor as follows:

1. Emory O. Cunningham (the "Decedent") died testate on January 24, 2000, an
inhabitant of Jefferson County, Alabama, leaving assets in Jefferson County, Alabama, and leaving
a will dated December 2, 1994 (the "Will"), signed by the Decedent and attested by William L.
Hinds, Jr. and Wm. Bew White, Jr., witnesses, and made self-proved by acknowledgment by the
testator and affidavits of the witnesses, each made before a notary public as evidenced by said notary
public's certificate, under official seal, pursuant to Section 43-8-132 of the Code of Alabama 1975,
as amended. The Decedent was eighteen years of age or older when he executed the Will.

2. Your petitioner delivers the Will to, and files the Will with, this Court and
prays that, after proper proceedings and proofs, it may be probated and admitted to record as the Will
of the Decedent.

3. In Section 9.1 of Article Nine of the Will, the Decedent appointed his spouse,
Jeanne E. Cunningham, as the personal representative of his Will. Jeanne E. Cunningham has
renounced her appointment as personal representative of the Will. Under Section 9.1 of Article Nine
of the Will, your petitioner, James E. Cunningham, is appointed as the personal representative of the
Will in the event Jeanne E. Cunningham fails to act as personal representative.

4. The addresses of the aforesaid witnesses are:

William L. Hinds, Jr.
1400 Park Place Tower
Birmingham, AL

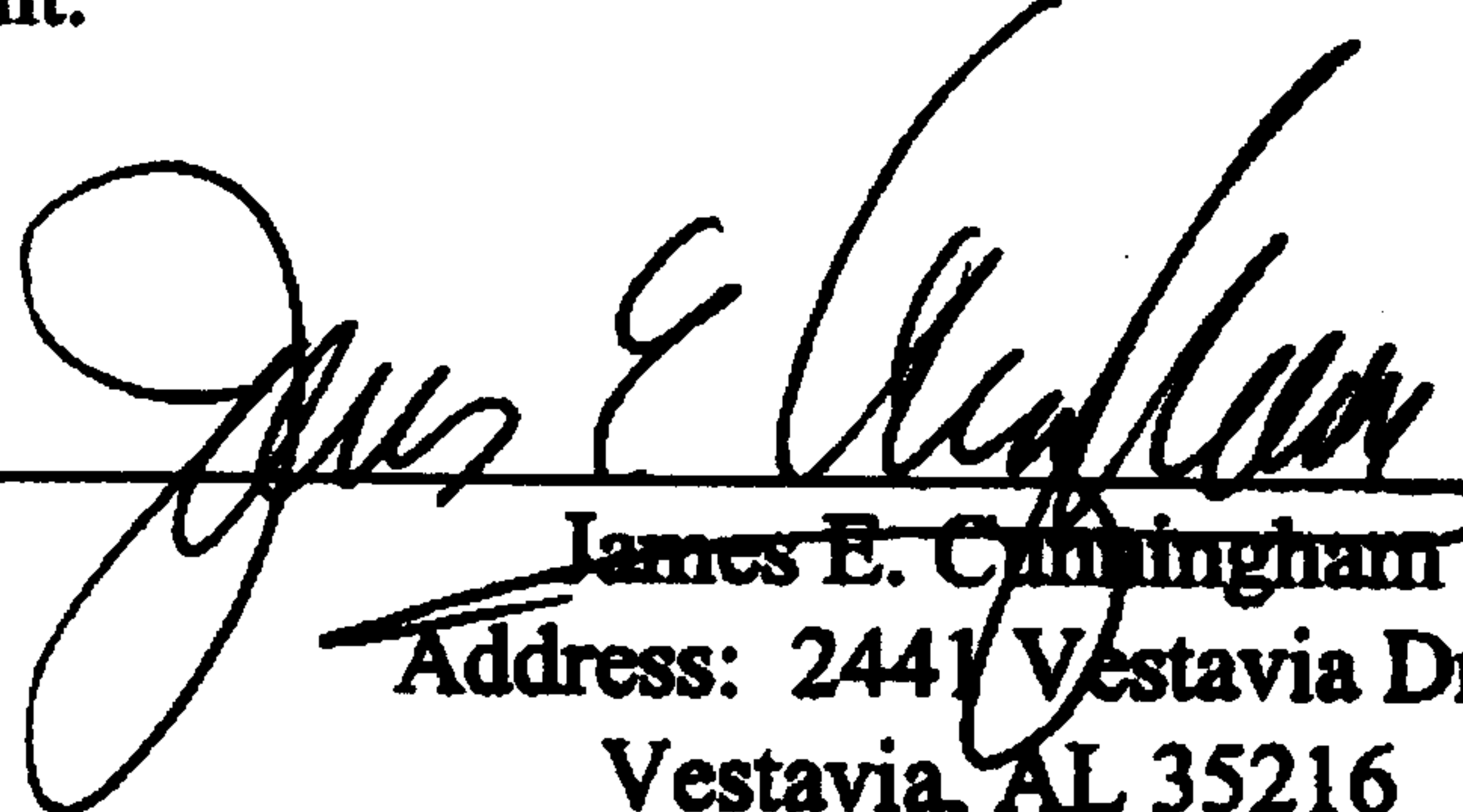
Wm. Bew White, Jr.
1400 Park Place Tower
Birmingham, AL

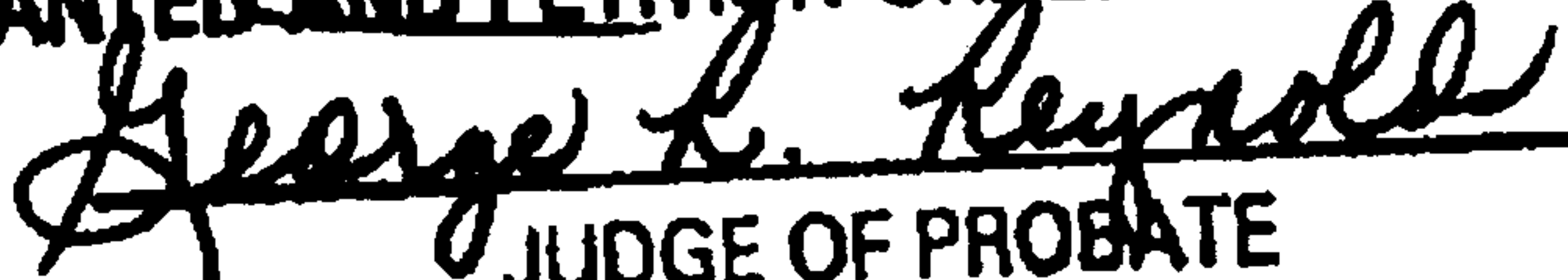
5. The names, relationships and present addresses of the heirs and next of kin of the Decedent are as follows:

- ✓ Jeanne E. Cunningham, spouse
2007 Garden Place
Mt. Brook, AL 35223
- ✓ James E. Cunningham, son
2441 Vestavia Drive
Vestavia, AL 35216
- ✓ David L. Cunningham, son
1907 River Ridge Drive
Hoover, AL 35244
- ✓ Sara C. Bright, daughter
2721 Old Trace
Mt. Brook, AL 35243
- ✓ Mary C. Beck, daughter
3800 Knollwood Drive
Mt. Brook, AL 35243

All of the above named next of kin are nineteen years of age or older and all are of sound mind.

Your petitioner prays that your Honor will take jurisdiction of this petition and cause all such notices or citations to issue to the Decedent's heirs at law and next of kin (whether to be served by personal service or by publication or by other lawful means) as may be proper in the premises, and cause all such proceedings to be had and done, and such proof to be taken, and render all necessary orders and decrees in the premises, as will duly and legally effect the probate and record in this Court of the Will of the Decedent.


James E. Cunningham
Address: 2441 Vestavia Drive
Vestavia, AL 35216

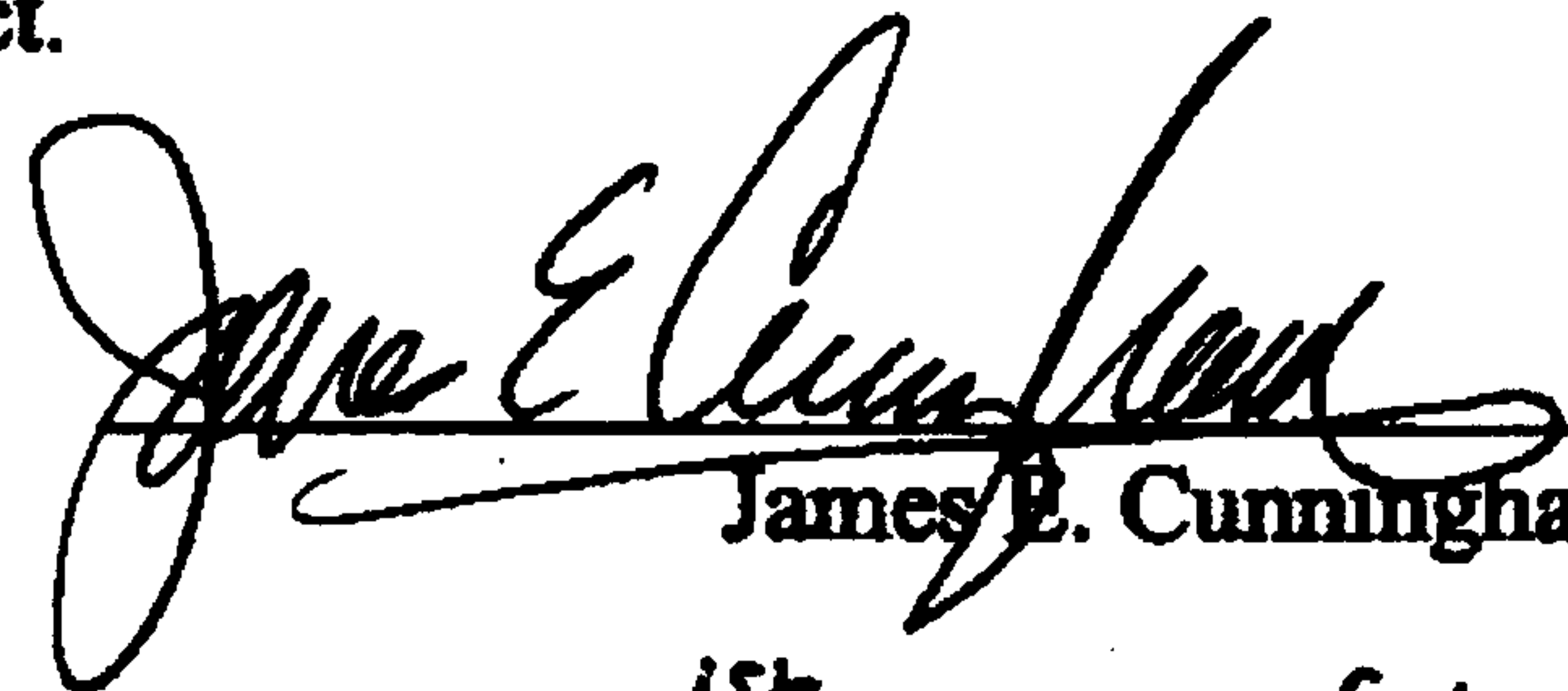
FILED IN OFFICE THIS 2 DAY OF
February, 2008, PRAYER
GRANTED AND PETITION ORDERED RECORDED

JUDGE OF PROBATE

20071029000498580 4/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 681

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Before me, a Notary Public in and for said county in said state, personally appeared James E. Cunningham, who, being by me first duly sworn, makes oath that he has read the foregoing petition and is informed and believes and, upon the basis of such information and belief, avers that the facts alleged therein are true and correct.


James E. Cunningham

Subscribed and sworn to before me this the 1st day of February, 2000.


Notary Public

[NOTARIAL SEAL]

My Commission expires MY COMMISSION EXPIRES APRIL 18, 2002

Attorney for petitioner:
William L. Hinds, Jr.
Bradley Arant Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, Alabama 35203-2736
(205) 521-8000



20071029000498580 5/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

**WILL
OF
EMORY O. CUNNINGHAM**

169805

I, Emory O. Cunningham, domiciled in Jefferson County, Alabama, being eighteen years of age or older, hereby make, publish and declare this to be my will and hereby revoke all prior wills and codicils.

**ARTICLE ONE
Probate Estate**

In this will, the term "my probate estate" means all property, real and personal and wheresoever situated, that I own at my death or to which I or my estate or any executor or administrator of mine in such capacity may be or become entitled, and I intend to dispose of all thereof by this will. I do not by this will exercise any power of appointment of which I may be or become the donee; accordingly, the term "my probate estate" shall not include any property that may be subject to any such power of appointment.

**ARTICLE TWO
Payment of Debts and
Administrative Expenses**

I direct my executor to pay the following items out of my probate estate: (1) the expenses of my last illness; (2) my funeral and burial expenses, including the costs of any grave marker or tombstone; (3) the expenses of administering my estate, including the reasonable expenses of safekeeping and delivery of estate property; (4) my debts, except such debts of mine secured by pledge, mortgage or other security interest not by their terms due at my death that my executor may deem unnecessary or undesirable to pay; and (5) the amounts of all subscriptions for religious, charitable, scientific, literary or educational purposes, whether or not the same shall constitute debts, that are current but unpaid at my death, and, accordingly, I give the respective amounts of such subscriptions, free of the taxes described in Article Six hereof, to those persons, organizations and corporations to whom those subscriptions shall at my death purport to be payable, and I empower my executor to determine what shall constitute a "subscription" and a "religious, charitable, scientific, literary or educational" purpose, and what is "current" as those quoted terms are used in this article.

FILED IN OFFICE THIS DATE 7 NOV 2007
OF Shelby County, AL
FOR PROBATE AND RECORD

[Signature]
JUDGE OF PROBATE



20071029000498580 6/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 691

ARTICLE THREE
Gift of Tangible Personal Property
and Personal Effects

Section 3.1 - If my spouse, Jeanne E. Cunningham ("my spouse"), shall survive me, I give to my spouse, to be my spouse's absolutely, all such interests in property of the following descriptions as I shall own or be entitled to at my death, wheresoever the same may be located, together with all policies and rights of casualty insurance relating to any such property, viz.:

all automobiles, boats and sporting equipment; all books, pictures, paintings, ornaments, jewels, jewelry, watches, wearing apparel, silver, silverware, china, crystal, linen and utensils; all hobby collections; all personal papers; all household furniture, furnishings, and equipment, whether useful or ornamental; and all other articles of household, premises, or personal use or adornment.

My executor's decisions about what particular items of property are designated hereinabove shall be binding on all interested persons. If my spouse shall not survive me, I give all such interests in the foregoing property to such lineal descendants of mine as shall survive me, per stirpes, to be theirs absolutely. I am relying on the persons, if more than one, taking property described in this article to divide such property among themselves; provided, however, if such persons shall fail to agree on such divisions, my executor shall make such divisions which shall be conclusive and binding on all interested persons, irrespective of any adverse interest of my executor.

Section 3.2 - It may be that after my death there will be discovered a memorandum or memoranda containing some requests or suggestions by me regarding the disposition of certain items of property described in this article. Without in any way derogating the absolute character of the gifts of such property heretofore made in this article, I express the mere hope and wish, precatory only, that the person or persons given such items of property will honor whatever requests or suggestions are contained in such memorandum or memoranda although I recognize that such person or persons shall be under no legal obligation to do so.

ARTICLE FOUR
Gift of Personal Residence
and Any Vacation Property

If my spouse shall survive me, I give to my spouse, to be my spouse's absolutely, subject only to encumbrances thereon, all such interests as I shall have at my death in the following properties: the house or any other property that is my principal residence at my death and any house or other property used by me for vacation purposes, any real property used or held in connection with the aforesaid, all improvements on any of the aforesaid and all policies

and rights of casualty insurance relating to any thereof. If my spouse shall not survive me, all such interests in the aforesaid properties may, in the discretion of my executor, be sold or otherwise used (in preference to the sale or use of any personal property in my probate estate) to satisfy the charges stated in Article Two and Article Six hereof, and so much (which may be all) of such properties not so used shall be subject to Article Seven hereof.

ARTICLE FIVE
Gift for Lineal Descendants in the Amount
of the Available Estate Tax Exemption

If my spouse shall survive me, then effective at my death, I give to my lineal descendants living at my death, per stirpes, to be theirs absolutely, a pecuniary gift equal to the largest amount that can pass under this article free of federal estate tax by reason of the unified credit and the state death tax credit (provided the use of the state death tax credit does not require an increase in state death taxes paid) allowable to my estate but no other credit, after taking account of (i) my adjusted taxable gifts, (ii) property disposed of in other articles of this will or passing outside of this will which is includible in my gross estate and does not qualify for the marital or charitable deduction, and (iii) charges to principal that are not allowed as deductions in computing my federal estate tax. For purposes of establishing the amount of the gift disposed of in this article, the values finally determined for federal estate tax purposes shall control. This pecuniary gift may be satisfied by money or property or any combination thereof or out of the proceeds of any such property, all according to the discretion of my executor; provided, however, that in any determination of the extent to which this gift has been satisfied by the distribution of an item of property, the fair market value of the item of property at the time of its distribution shall govern. I recognize that no sum may be disposed of by this article and that the sum so disposed of may be affected by the action of my executor in exercising certain tax elections. If my spouse shall not survive me, the gift in this article shall lapse.

ARTICLE SIX
Payment of Taxes

Section 6.1 - I direct that all transfer, estate, inheritance, succession and other death taxes (exclusive of any tax imposed on a direct skip under Chapter 13 of the Internal Revenue Code) which shall become payable by reason of property passing under this will at my death shall be paid as an administration expense, without apportionment, out of the balance of my probate estate remaining before the determination of the property constituting my residuary estate (as defined hereinafter); provided, however, if the disposition of part of my residuary estate shall qualify for the marital or charitable deduction and the disposition of part of my residuary estate shall not so qualify (whether by disclaimer or otherwise), then I direct that any such taxes resulting from the disposition of part of my residuary estate in a manner that does not qualify for the marital or charitable deduction shall be apportioned against and paid out of that part not

qualifying for the marital or charitable deduction. All such taxes in respect of any other property (including any tax imposed on a direct skip under Chapter 13 of the Internal Revenue Code) shall be apportioned against and paid by the persons or entities in possession of such property or benefitted thereby, in an amount equal to the amount by which the taxes payable by reason of my death are increased as a result of the inclusion of such other property in my gross estate for federal estate tax purposes; provided, however, that if payment of such taxes is directed from such property by the instrument governing such property or by operation of law, then the amount apportioned pursuant to this sentence shall only be the difference, if any, between the amount determined above and the amount directed to be paid by such governing instrument or by operation of law.

Section 6.2 - I direct that any income taxes imposed upon or chargeable to the income of my estate shall be apportioned to and deducted from the shares of all beneficiaries (exclusive of any charitable beneficiary) having an interest in such income, in such equitable manner as my executor may determine; and any such determination by my executor shall be conclusive and binding as to all persons or entities interested in my estate.

ARTICLE SEVEN

Gift of Residuary Estate

So much of my probate estate as shall not be required to be appropriated to the execution of all preceding articles of this will, including all lapsed bequests and devises hereinbefore made, shall constitute my "residuary estate." If my spouse shall survive me, I give and devise my residuary estate to my spouse, to be my spouse's absolutely. If my spouse shall not survive me, but a lineal descendant of mine shall survive me, my residuary estate shall be subject to Article Eight hereof effective at my death. If neither my spouse nor any lineal descendant of mine shall survive me, I give and devise my residuary estate to those persons who would have been entitled to take such property from me under the laws of descent and distribution of the State of Alabama in effect at my death had I died intestate.

ARTICLE EIGHT

Gifts for Lineal Descendants

Following Last to Die of Spouse and Me

Section 8.1 - Effective at such time as any property is made subject to this Article Eight (any of such time(s) hereinafter called the "Apportionment Time"), I give and devise such property to my lineal descendants living at the Apportionment Time, per stirpes, to be theirs absolutely except as provided in the next sentence of this section. If a lineal descendant of mine is entitled, pursuant to the preceding sentence, to a share of the property subject to this article and such lineal descendant shall be less than forty years of age at the Apportionment Time, then,

notwithstanding anything to the contrary contained in the first sentence of this section, I give and devise the share of such property created for him or her to my trustee to stand possessed thereof, from the Apportionment Time in trust; each such share shall, effective at the Apportionment Time, constitute the principal of a separate trust of which the person for whom such share was created shall be the "beneficiary." Each such trust shall terminate, and the principal thereof be disposed of, as stated in Section 8.4 of this article and shall, before its termination, be governed by one of Sections 8.2 and 8.3 of this article.

Section 8.2 - While a beneficiary shall be less than twenty-five years of age, my trustee shall stand possessed of the property constituting his or her trust and, effective from the time at which his or her trust is to be created, shall pay to or for the benefit of that beneficiary so much of his or her trust's income and, upon the exhaustion of such income, so much of his or her trust's principal as, in the discretion of my trustee, shall be necessary or desirable to provide for the beneficiary's health, education (including college and professional education) and support and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of the trust from which it shall have been derived. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of the beneficiary known to my trustee as my trustee may deem appropriate.

Section 8.3 - While a beneficiary shall be at least twenty-five years of age, my trustee shall stand possessed of the property constituting his or her trust and, effective from the later of (1) the time he or she attains the age of twenty-five years and (2) the time at which his or her trust is to be created, shall pay the entire income thereof to or for the benefit of the beneficiary at least quarterly. If at any time(s) my trustee shall determine that the income of such beneficiary's trust shall be insufficient to provide for such beneficiary's health, education (including college and professional education) and support, then my trustee shall pay to or for the benefit of that beneficiary so much of the principal of such beneficiary's trust as my trustee, in the discretion of my trustee, shall determine to be necessary or desirable to eliminate such insufficiency. I further direct that my trustee is empowered to pay to the beneficiary, at any time(s) after the beneficiary attains age twenty-five, so much (which may be all) of the principal, up to a maximum of \$100,000, of the beneficiary's trust as my trustee, in the discretion of my trustee, shall determine to be desirable and in the best interest of the beneficiary to enable the beneficiary to purchase a house or any other property to be used as the principal residence of such beneficiary. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of the beneficiary known to my trustee as my trustee may deem appropriate.

Section 8.4

(A) A beneficiary's trust governed by this article shall terminate and the principal of such trust shall vest in, and be distributed free of trust to, its beneficiary as follows: one-third thereof when the beneficiary attains thirty-five years of age and the remainder thereof

when the beneficiary attains forty years of age. If a beneficiary's trust is created after the time at which such beneficiary would have been entitled to one or more distributions of principal pursuant to the preceding sentence, such beneficiary shall be entitled to receive all of the distributions of principal he or she would have received under such beneficiary's trust had it been in existence since the time such beneficiary attained thirty-five years of age.

(B) If a beneficiary (called "such deceased beneficiary" hereinafter in this paragraph (B)) shall not survive the time of termination of his or her trust, but is survived by a spouse or one or more lineal descendants of such deceased beneficiary, then, effective at such deceased beneficiary's death, such deceased beneficiary may, by a will or codicil thereto, specifically referring to this paragraph, appoint the then-principal of such deceased beneficiary's trust to or for the benefit of any one or more persons, organizations and corporations, whatever, including such deceased beneficiary's estate, and such appointment may be outright or in or for such estates, trusts, or interests (whether legal or equitable) and in such shares or proportions and in such manner as such deceased beneficiary may determine (observing all necessary requirements of the laws respecting perpetuities and the duration of trusts). The aforesaid general testamentary power of appointment, which the deceased beneficiary shall have only if he or she is survived by his or her spouse or by one or more lineal descendants of his or hers, shall be unrestricted and unlimited and may be exercised by such deceased beneficiary with the same effect as if all of the aforesaid principal of such deceased beneficiary's trust were owned absolutely by such deceased beneficiary at such deceased beneficiary's death. So much (which may be all) of the principal of such deceased beneficiary's trust as shall not be appointed in the exercise of the aforesaid general testamentary power of appointment, or if such deceased beneficiary was not granted a power of appointment pursuant to this paragraph, the entire principal of such deceased beneficiary's trust, shall be disposed of as follows: (i) there shall vest in the executors or administrators of such deceased beneficiary's estate an amount equal to the amount by which the sum of such deceased beneficiary's federal and state estate taxes shall have been increased by the inclusion in such deceased beneficiary's federal gross estate of the value of the unappointed principal of such deceased beneficiary's trust as constituted at such deceased beneficiary's death; and (ii) any remaining unappointed principal of such deceased beneficiary's trust shall be retained by my trustee, in trust, to apportion the same, effective at such deceased beneficiary's death, into shares, per stirpes, as follows: among those of such deceased beneficiary's lineal descendants who shall survive him or her and, if none, then among the then-living lineal descendants of such deceased beneficiary's nearest (in terms of kinship) ancestor who is a lineal descendant of mine and who has then-living lineal descendants, and, if there is no such then-living lineal descendant, then among my then-living lineal descendants. Each, if any, share apportioned pursuant to the immediately preceding sentence for a lineal descendant of such deceased beneficiary shall, effective at such deceased beneficiary's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary," and each such trust shall terminate, and the principal thereof be disposed of, as stated in this Section 8.4 and shall, before its termination, be governed by one of Sections 8.2 and 8.3 of this article; and if no lineal descendant of such deceased beneficiary shall survive him or her, then each share apportioned pursuant to the immediately preceding sentence for a then-living lineal descendant of an ancestor of such deceased beneficiary who is a lineal descendant of mine or for a then-living lineal descendant of mine shall, effective at such

deceased beneficiary's death, vest in, and be distributed free of trust to, such lineal descendant unless he or she shall, at such deceased beneficiary's death, be the "beneficiary" of an existing trust created pursuant to this will, in which case the share apportioned pursuant to the immediately preceding sentence for him or her shall, effective at such deceased beneficiary's death, be added to, and augment, his or her aforesaid existing trust to be held on exactly the same terms as such trust. If no lineal descendant of such deceased beneficiary, no lineal descendant of any ancestor of such deceased beneficiary who is a lineal descendant of mine, and no lineal descendant of mine shall survive such deceased beneficiary, then, effective at such deceased beneficiary's death, the remaining unappointed principal of such deceased beneficiary's trust shall be distributed free of trust to those persons who would have been entitled to take such property from me under the laws of descent and distribution of the State of Alabama in effect at the death of such deceased beneficiary had I died intestate immediately after the death of such deceased beneficiary and the owner of such property.

(C) In any event, the principal of any trust governed by this article, if not already vested pursuant to the provisions of paragraph (A) and/or paragraph (B) of this section, shall, exactly twenty-one years after the death of the last to die of the group of persons consisting of my spouse and my lineal descendants living at my death (which time is hereinafter called the "time of vesting"), vest absolutely in the person who under this article is then receiving, or is entitled to receive at the discretion of my trustee, all or any part of the income of such trust, irrespective of such person's then-attained age. If the person in whom such principal shall so vest is, at the time of vesting, at least twenty-one years of age, then, effective at the time of vesting, such trust shall terminate and the principal thereof shall be distributed free of trust to such person. If the person in whom such principal shall so vest is, at the time of vesting, under twenty-one years of age, then the principal of such trust, although absolutely vested, shall be retained by my trustee in trust to be dealt with as stated in Section 8.2 of this article until the person in whom such principal has so vested thereafter attains the age of twenty-one years or dies at an earlier age, whereupon such trust shall terminate and the principal thereof shall be distributed free of trust to the person in whom such principal has so vested or, as the case may be, to the executors or administrators of such person's estate.

(D) My trustee may, in the discretion of my trustee, merge the assets of any trust governed by this article with the assets of any other trust, by whomsoever created, maintained for the same beneficiary or beneficiaries upon substantially the same terms.

(E) If the current market value of the assets available for the funding of any trust governed by this article shall be less than \$100,000 at the time of the executor's final accounting, or if during the administration of any trust governed by this article the current market value of the principal of such trust shall be less than \$100,000, I direct that such trust shall not be funded or shall terminate, as the case may be, and that the assets which would have been distributed to, or are in, such trust be distributed free of trust to the person who under this article is then receiving, or is entitled to receive at the discretion of my trustee, all or any part of the income of such trust. If the assets of any trust governed by this article are merged with the assets of another trust, then I direct that, for purposes of this section, such trusts, as merged,

shall terminate only when the aggregate current market value of the trusts, as merged, is less than \$100,000.

ARTICLE NINE

Appointment of Executor and Trustee

Section 9.1 - I appoint my spouse as executor of this will. If my spouse shall not survive me or shall become incapable or fail for any reason to act as executor, I appoint my son, James E. Cunningham ("my son Jim"), as such executor. If neither of such individuals shall survive me or shall be qualified and acting as an executor, I appoint my son, David L. Cunningham ("my son David"), my daughter, Mary C. Beck ("my daughter Mary"), and my daughter, Sara C. Bright ("my daughter Sara"), as executors of this will. If one or more of such son or daughters shall not survive me or shall cease to be qualified and acting as an executor, then my remaining children shall serve as executors of this will.

Section 9.2 - I appoint my son Jim as trustee of each trust created under this will. If my son Jim shall not survive me or shall become incapable or fail for any reason to act as such trustee, I appoint my son David, my daughter Mary, and my daughter Sara as trustees of each trust created under this will, and if one or more of such son or daughters shall not survive me or shall cease to be qualified and acting as a trustee, then my remaining children shall serve as trustees of each trust created under this will. Such of my individual trustee or trustees (if more than one) as shall at any time be qualified and acting as trustees of any trust created under this will shall have the power at any time and from time to time, by written instrument specifically referring to this section and filed in the probate court where this will is probated, to designate any one or more individuals and/or any entity (satisfying the requirements of the last sentence of this section) to act with, or succeed him, her or them, as the case may be, as a trustee of such trust, to designate the order and terms of succession, and to remove any co-trustee appointed by an individual trustee under this section. If none of my children shall be qualified and acting as a trustee, I appoint any individual(s) and/or entity then acting as a co-trustee, or designated to act as a successor trustee, of a trust hereunder pursuant to the preceding sentence as trustee of such trust, or if no such individual and/or entity is then so acting or has been so designated, I appoint SouthTrust Bank of Alabama, National Association as trustee of such trust. Any designation of a trustee under this section shall be by instrument in writing specifically referring to this section and consented to by such designated trustee, and any removal under this section shall be by instrument in writing specifically referring to this section and delivered to the removed trustee. Any entity designated to act as a co-trustee or successor trustee under this section must be a bank, trust company or national banking association having trust powers and must have trust assets over which it has investment responsibility of not less than two hundred million dollars.

Section 9.3 - During the time at which any person who shall have attained thirty years of age shall be the sole income beneficiary of any trust created under this will (the "beneficiary") and

there is no individual then-acting as a trustee of such trust, such beneficiary shall at all times and from time to time have the power to replace the corporate trustee (whether appointed by virtue of Section 9.2 of this article or by virtue of the exercise of the power granted to such beneficiary in this section) of any trust of which that person shall be the sole income beneficiary and to appoint a successor corporate trustee of the affected trust. Any successor corporate trustee must be a bank, trust company or national banking association having trust powers and must have trust assets over which it has investment responsibility of not less than two hundred million dollars. Such replacement of the then-acting corporate trustee and appointment of a successor corporate trustee shall be made by such beneficiary's executing a written document to that effect and filing the same with the then-acting corporate trustee, the successor corporate trustee and the court or office in the county in which this will was admitted to probate. Any such replacement and appointment shall take effect upon the filing of the aforesaid document for record in the court or office in the county in which this will was admitted to probate, and such replacement and appointment shall, without more, vest the successor corporate trustee with all the replaced corporate trustee's interest in the affected trust properties and with all the replaced corporate trustee's powers, authorities, duties and immunities with respect to the affected trust. Upon the taking effect of the replacement and appointment, the replaced corporate trustee shall by appropriate acts and instruments cooperate with the successor corporate trustee in making a complete, orderly and expeditious transfer of all properties subject to, and records pertaining to, the affected trust. Notwithstanding anything to the contrary contained in this will, any corporate trustee serving as a trustee of a trust for the benefit of any person who dies and whose death shall, under this will, cause the properties held in such trust to constitute any new or different trust or trusts shall also serve as corporate trustee of any such new or different trust or trusts.

Section 9.4 - No successor trustee, whether appointed pursuant to Sections 9.2 or 9.3 of this article, shall be liable for the actions of a predecessor trustee, and any such successor trustee shall be entitled to accept the assets delivered by a predecessor trustee without requiring any accounting of such predecessor trustee's actions and shall incur no liability therefor.

Section 9.5 - The incapacity of an individual to serve as an executor or trustee hereunder shall be determined by the attending physician of such individual, and such determination shall be evidenced by a written statement from such attending physician indicating whether such individual has the mental and physical capacity to serve as an executor or trustee hereunder.

Section 9.6 - Except as otherwise specifically provided in this will, references in any other article of this will to "my executor" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as an executor of this will.

Section 9.7 - Except as otherwise specifically provided in this will, references in any other article of this will to "my trustee" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as a trustee under this will. In addition, if this will

provides for the creation of more than one trust, the references in other articles of this will to "my trustee" (and to the powers, discretions and immunities of such trustee) shall be deemed to refer in each instance to the trustee appointed for the applicable trust under this article (and to the powers, discretions and immunities of such trustee with respect to such applicable trust).

Section 9.8 - References in this will to "SouthTrust Bank of Alabama, National Association" shall be deemed to designate the banking association or corporation existing by that name at the time of the execution of this will, with its principal office in Birmingham, Alabama, and any banking association or corporation empowered by law to act in fiduciary capacities that succeeds immediately, intermediately or ultimately to the aforesaid bank or to all or substantially all the fiduciary business thereof by whatever means such succession may occur.

ARTICLE TEN

Spendthrift and Other Provisions

Section 10.1 - I hereby direct that, pursuant to Section 19-3-1 of the Code of Alabama of 1975, as amended, and any similar or corresponding provisions of any later code, or the law of any other state, the interest of any person in any trust governed by this will shall not be liable for the obligations or debts of such person and shall not be assignable in any manner by such person, except for assignments that shall be specifically permitted by this will; and, except as permitted in this section, no part of any trust, or income therefrom, shall be pledged, encumbered or hypothecated in any manner by such person, nor shall any part of any trust, or income therefrom, be taken on execution, reached by creditor's bill, garnishment, or other process or writ by any person or entity having, or claiming to have, a claim against such person whether the same is contracted or incurred before or after the creation of any such trust.

Section 10.2 - Notwithstanding any preceding provision of this will, no special power of appointment conferred upon any person by this will shall be construed to confer upon such person any power to appoint the property subject to such power to himself or herself, any creditor of his or hers, his or her estate or any creditor of his or her estate; nor shall any such power be construed to permit the person on whom such power is conferred to make any appointment that constitutes a violation of the Rule against Perpetuities or of any rule of law relating to the permissible duration of a trust or power.

Section 10.3 - Notwithstanding any preceding provision of this will, no power granted to any individual as trustee of any trust created under this will to pay, distribute or use income or principal of any such trust to or for the benefit of any beneficiary of any such trust may be exercised by such trustee for the purpose of discharging a legal obligation of such trustee, including any legal obligation to support such beneficiary.

Section 10.4 - Notwithstanding any preceding provision of this will, no payment of principal (before the termination of any trust of which that principal is a part) to or for the benefit of any person to or for whom it may be paid shall be construed to be a debt of the person to or for whom it was paid, and, accordingly, no such payment shall be recouped in any way at any time.

ARTICLE ELEVEN

Powers of Executor and Trustee

Section 11.1 - The term "trust estate," as used in this article, shall be deemed to designate singly and collectively each and all of the following: the properties and property interests from time to time and at any time constituting my probate estate and each and every part and asset thereof and the properties and property interests from time to time and at any time constituting each and every trust under this will and each and every part and asset thereof.

Section 11.2 - In the course of the administration of the trust estate, my trustee may do and have done with respect to the trust estate all things that, in the uncontrolled judgment and discretion of my trustee, may seem necessary, desirable or proper to protect, promote or conserve the trust estate and the interests of any beneficiary hereunder in like manner as if my trustee were beneficially entitled to the trust estate; and every determination by my trustee in the construction of powers or in any matter with respect to which my trustee may be empowered to act, proceed or exercise any discretion shall be binding on all persons, organizations and corporations howsoever interested in the trust estate and shall not be questioned or effectively objected to on any grounds by anyone. Notwithstanding either the intentionally broad language of the preceding sentence or the breadth of the language by which any power is conferred upon my trustee by this will, I declare and direct that all powers, discretions and immunities conferred upon my trustee by any provision of this article or otherwise shall constitute administrative, fiduciary powers, discretions and immunities and shall not constitute or be deemed to constitute powers of appointment; and, furthermore, each and every such power and discretion shall be exercisable only in the interests of the trust estate and of those beneficially interested therein and not for the personal benefit of my trustee.

Section 11.3 - Without limiting the generality of the first sentence of the immediately preceding section of this article in any way but solely to define with particularity certain of the powers, discretions and immunities conferred upon my trustee, I declare that my trustee shall have and may exercise, publicly or privately, personally or by attorney or agent, without prior approval, consent or order of any court and, unless otherwise explicitly provided in this will, without previous or other notice to or consent by anyone, each and all of the following powers, discretions and immunities in addition to any other powers, discretions and immunities that may be conferred upon my trustee by law or otherwise, all of which shall be broadly construed:



- (1) To receive, from any source, retain, make or dispose of investments in any property of any kind, nature, character or description, whether real, personal or mixed and wheresoever situated, whether domestic, foreign or alien, and whether or not any of the same may be deemed permissible for trustees under the constitution or laws of any state or the United States, under the rules of any court or under any rule of policy anywhere, specifically including, but without limitation thereto, investments in any limited partnerships, investments in regulated investment companies or other mutual funds, interests in any common trust fund maintained by any corporate trustee, and investments in any stock or other securities of any corporate trustee or of any holding company or other company owning stock in any corporate trustee or otherwise directly or indirectly affiliated therewith; provided, however, that no new investment shall be made voluntarily in any stock or other securities of a corporate trustee or of any affiliate thereof except by the exercise by my trustee of rights received by it as trustee of stock or securities forming a part of the trust estate under this will;
- (2) To retain, make, hold or dispose of investments and reinvestments without regard to any actual or potential lack of diversification of such investments;
- (3) To hold any or all stock, securities or other paper whatever in bearer form; or to hold any or all such stock, securities or other paper or any or all personal or real property in the name of any executor or trustee of mine or in the name of some other person, organization or corporation, all without disclosing any fiduciary relationship;
- (4) To lease, lease with options attached, grant easements over, make any agreements or contracts whatever with respect to, grant options upon, sell, exchange or in any other way dispose of, convey or transfer all or any part or asset of the trust estate for such consideration, on such terms and conditions, and for such period(s) of time (even though such period(s) may or does or do extend beyond the administration of my estate or the term of an applicable trust) as my trustee may deem desirable;
- (5) To convert any property, whether real, personal, or mixed in any ratio, into any other property, whether real, personal, or mixed in any ratio;
- (6) To manage, operate and administer all real property and interests therein; and to erect, maintain, tear down or replace any improvements, buildings or structures placed or to be placed on any such real property;
- (7) To drill, explore, test, mine or otherwise exploit oil, gas or other mineral or natural resources and to enter into and execute oil, gas and mineral leases;
- (8) To engage in, continue, dispose of or terminate any business, including farming and timbering, as a partner (general or limited) or as a sole proprietor; to incorporate or join with others in incorporating any business, property or assets of mine; and to make changes from time to time, by organization, incorporation, sale, exchange, reorganization or dissolution of any character, in the style or form of the ownership or the conduct of any business or venture;

(9) By incorporation, reincorporation, dissolution, liquidation, sale, exchange or reorganization of any character, to make changes from time to time in the style or form of the ownership or the conduct of any business or venture;

(10) To manage, and in person or by general or limited proxy with or without full power of substitution to vote, all stock, securities and rights and interests evidenced by any other type of paper in any public or private corporation, trust or association, in respect of all matters ordinary and extraordinary, including without limitation: the borrowing of money; the issuance or retirement of any of such stock, securities and other paper; the sale, exchange or other disposition of some or all assets; conversion; consolidation; merger; recapitalization; liquidation; dissolution; any other transaction or reorganization of any character whatever, whether or not in bankruptcy; and to retain any or all property received as a consequence thereof, without limitation as to time;

(11) From time to time but within a time permitted by law, to assign and transfer to a voting trustee or trustees, who may be or include any executor or trustee of mine, any or all stock in any public or private corporation; to select the voting trustee or trustees; and to propose, negotiate, fix, consent to or change the voting trustee or trustees, the terms, and any or all conditions and provisions subject to which any such stock shall be held by the voting trustee or trustees;

(12) To oppose, propose, become a party to, participate fully, partly or not at all in or carry out any transaction or any formal or informal plan of reorganization of any character whatever affecting any public or private corporation or other business unit any of whose stock, securities or other paper or any interest in which may be included in the trust estate; and to retain, without limitation as to time, any or all securities or other property that may be received in pursuance of any such action or plan of reorganization;

(13) To borrow, lend or advance money with or without security; and on any terms whatever to give or obtain security therefor by mortgage, pledge, security interest or any other means;

(14) On changed or unchanged terms, to renew or extend loans or any other indebtedness, however evidenced, at any time owing by or to me, any executor or trustee of mine in such capacity, or the trust estate;

(15) To compromise, settle, adjust or submit to arbitration any matter of dispute;

(16) To institute, prosecute, defend, become a party to, and participate in, any formal or informal actions, suits or proceedings, whether at law, in equity, or merely administrative;

(17) To keep the trust estate insured against casualty; and to insure the owners or users thereof or those beneficially interested therein against loss or damage with reference to the same;

(18) To effectuate the removal from Alabama of any part or all of the trust estate and to effectuate the relocation thereof at any place whatever;

(19) To mingle any or all of the property held in any of the trust estate created hereunder with, or in, investments held by or for any other trust estate or estates held hereunder, and accordingly to allocate the proper part thereof to each participating trust estate or any share thereof, all without designation to indicate any such division or allocation, so that, unless otherwise indicated, the property from time to time held by the trustee so mingled shall be deemed allocable in the proper proportions to each of the said trusts created or to be created hereby that are participants in any such mingled investments therein;

(20) To delegate investment discretion with respect to any of the trust estate to a third party;

(21) To establish and change trust-accounting years and to establish, maintain or change the accounts, the bookkeeping and accounting systems and the periods of time with respect to which the records of my estate and the trusts created under this will are maintained and taxes, income, gains and losses, and capital changes are determined;

(22) To allocate receipts and disbursements between income and principal in a manner consistent with what would otherwise be applicable state law; provided that, any interest expense incurred with respect to estate (and any other death) taxes or with respect to indebtedness incurred to pay estate (and any other death) taxes may be allocated to principal, with such, if any, equitable adjustments between the income and principal accounts as may be determined to be appropriate by my trustee in my trustee's sole discretion; and

(23) To make distributions, including both pro rata and non-pro rata distributions, in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, to any beneficiaries under this will (including any trust or any beneficiary of any trust), and to do so, without regard to the income tax basis of specific property allocated to any beneficiary, without the consent of any beneficiary, and, as set forth above, without securing from any court any prior approval or other determination as to any such property to be distributed.

ARTICLE TWELVE

Administrative Provisions

Section 12.1 - Any association or corporation serving as an executor or a trustee under this will shall be entitled to reasonable compensation for its services, but every natural person serving as an executor or trustee shall serve without compensation for services. Every executor and trustee serving under this will shall be reimbursed from the appropriate part of my probate estate or the appropriate trust for all costs and expenses reasonably incurred by such executor or trustee in the administration of my estate or any trust created under this will.

Section 12.2 - In the administration of my estate and the trusts created under this will, every executor and trustee may act personally or by, or in reliance upon the advice of, attorneys, accountants, investment advisors and managers, agents and other persons, organizations and corporations and shall not be responsible to my estate or to any person, organization or corporation interested therein for the acts or omissions or negligence of any thereof but shall be held only to the exercise of reasonable care in selecting, employing and retaining the same. Without limiting the generality of the first sentence of this Section 12.2, I direct that while any individual is acting as an executor or a trustee hereunder with a corporate executor or a corporate trustee, such individual shall be authorized to direct my executor or my trustee to employ any person, organization or corporation to give investment advice and counsel to my executor or my trustee, and my executor or my trustee will employ such investment advisor and rely on such investment advisor's advice. If my executor or my trustee shall employ an investment advisor recommended by such individual executor or individual trustee, I direct that neither such individual executor or individual trustee nor the corporate executor or corporate trustee shall be responsible to any beneficiary hereunder for the acts, omissions or negligence of such investment advisor but shall be held only to the exercise of reasonable care in selecting, employing and retaining such investment advisor.

Section 12.3 - No person, organization or corporation dealing with any executor or trustee of mine shall be under any obligation or liability to inquire into the authority of such executor or trustee to do any act done or sought to be done in the performance of any duty or in the exercise of any power or discretion conferred upon such executor or trustee; nor shall any person, organization or corporation be under any obligation or liability to see to the proper application or disposition by any executor or trustee of the purchase price or other consideration for any property or to see to the proper disposition of any money or property lent or delivered to any executor or trustee.

Section 12.4 - Subject to the provisions of the next sentence, my executor, at all times during the administration of my estate, shall have and may exercise, for all of the same purposes or for any other purpose that may be necessary or desirable in the administration of my estate, all the powers and discretions, and shall have the benefit of all the immunities, granted to or conferred

20071029000498580 20/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 705

upon my trustee by any provision of this will or otherwise; and my executor shall have such powers, discretions and immunities with respect to my entire probate estate, irrespective of whether any trust shall in fact be due to be created under this will. However, no natural person who shall be both an executor and a trustee shall, in that person's capacity as an executor, have or exercise any power, discretion or immunity denied to, or not conferred on, such person as a trustee.

Section 12.5 - All the powers and discretions conferred on my executor and my trustee, by this will or otherwise, may be exercised by such executor and trustee after, as well as before, the vesting of any interest in my probate estate or in any trust created by this will until distribution in fact shall have been effectively completed.

Section 12.6 - No executor or trustee of mine shall be required (A) to make any bond for the faithful performance of any duties conferred upon such executor or trustee by this will or otherwise or (B) to make or file, for or in any court, any report, inventory, appraisement, settlement or accounting.

Section 12.7 - If any person to whom any property is given or devised, or to whom or for the benefit of whom any income or principal may be distributed pursuant to this will, is at the time of such gift, payment or distribution under any legal disability, such as minority or incompetence, according to the laws then in effect at such person's domicile, then my executor or trustee, in the discretion thereof, may deliver such property or pay or distribute such income or principal to such person, to the conservator of such person's property, to a custodian for the benefit of such person as may be designated by my executor or trustee under any applicable Uniform Transfers to Minors Act, or to some third party (including any executor or trustee of mine) for the benefit of such person; and the receipt of the person, organization or corporation to whom such property is so delivered or such income or principal is so distributed shall discharge my executor or trustee with respect to the property, income or principal to which such receipt relates.

Section 12.8 - It is my desire to reduce the expenses of administration of my estate as much as possible, and to permit a settlement of my estate by consent which shall be effective with respect to each beneficiary hereof, notwithstanding my executor and my trustee may be one and the same or that one or more beneficiaries who is legally incompetent may be entitled to receive property hereunder, by taking advantage of the provisions allowing settlement by consent without notice pursuant to Section 43-2-506 of the Code of Alabama of 1975, as amended. Accordingly, I direct that my executor may make distributions of my probate estate to my trustee, and shall be discharged and relieved of its obligations to my trustee and the beneficiaries of each trust created hereunder, as provided by any one or more written instruments executed by my trustee in its capacity as such trustee and by my trustee on behalf of the beneficiaries of each such trust and by each adult income beneficiary of each such trust. In the event any individual entitled to

receive property outright under this will shall not be living at the time for settlement of my estate, the instrument acknowledging consent on behalf of such individual beneficiary may be executed by the personal representative or beneficiaries or heirs of such deceased beneficiary in his or her stead. In the event any individual entitled to receive property outright under this will is legally incompetent at the time for settlement of my estate, an instrument acknowledging consent to such settlement may be executed by such individual beneficiary's parent, guardian, conservator or custodian. Likewise, it is my desire that any trust created under this will may be settled, and my trustee discharged, by consent without notice and without any court proceeding, it being my desire that any trust created hereunder may be settled as expeditiously and economically as possible. Accordingly, I do hereby authorize the parent, guardian, conservator or custodian (who may be appointed by my trustee) to act as a virtual representative for any beneficiary who is then unborn or legally incompetent, with full power to consent to or contest on behalf of such beneficiary any and all matters with respect to the administration and settlement of such trust; and any and all actions taken by such virtual representative shall fully and completely bind such beneficiary and his or her lineal descendants or other appointees.

Section 12.9 - My executor is authorized, in my executor's sole discretion, to allocate any portion of my GST exemption under Section 2631(a) of the Internal Revenue Code to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

Section 12.10 - My trustee is authorized, in my trustee's sole discretion, to divide property in any trust being held and administered hereunder by such trustee, which has an inclusion ratio, as defined in Section 2642(a)(1) of the Internal Revenue Code, of neither one nor zero, into two separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

ARTICLE THIRTEEN

Definitions and Other Miscellaneous Provisions

Section 13.1 - Any person conceived but unborn before any time that is material under this will, and thereafter born alive, shall for all purposes of this will be deemed to have been living at that time and to have survived a person dying at that time.

Section 13.2 - The terms "child," "descendant" and "lineal descendant," and the plural of each, as used in this will, shall for all purposes of this will be deemed to include persons legally adopted. In addition, the terms "descendant" and "lineal descendant," and the plural of each, as used in this will, shall for all purposes of this will be deemed to include both persons of the blood of, and persons legally adopted by, legally adopted persons.

Section 13.3 - If my spouse and I shall die under circumstances that there shall be no sufficient evidence that my spouse and I shall have died otherwise than simultaneously, or if my spouse shall survive me and shall die at any time thereafter, I direct that for all purposes of this will my spouse shall be deemed to have survived me, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition to taking property under a will.

Section 13.4 - If any person who might take property under this will, other than my spouse, shall not survive me by five days, I direct that for all purposes of this will such person shall be deemed to have predeceased me.

Section 13.5 - Within nine months after my death, any person, or the personal representative of any person who shall not survive me nine months, may disclaim all or part of any interest in property given or devised to such person under the provisions of this will by written instrument delivered to my executor, which instrument shall be recorded in the probate office in which this will is probated, and, unless otherwise specifically provided by the terms of this will, the disclaimed property shall pass under the terms of this will as if such person had predeceased me.

Section 13.6 - This will contains provisions for one or more trusts with an interest for a beneficiary for life or a term of years and with the remainder to beneficiaries to be determined upon the death of such life beneficiary or upon the expiration of such term of years. Unless the provisions of this will specifically direct the disposition of property subject to any such trust in the event of a disclaimer, I direct that if a life or term beneficiary should disclaim part or all of such life or term interest, (i) the beneficiaries to receive the remainder interest under such trust shall be determined at the time when such life interest or term of years would have commenced and not at the time of the death of such life beneficiary or the expiration of such term of years; and (ii) the remainder interest under such trust shall be accelerated and the property to be held during such life or term interest shall be distributed in accordance with the terms of this will as if such life or term beneficiary were not living at the time when such life or term interest would have commenced.

Section 13.7 - References in this will to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and reference to any provision or section of that Code shall also be deemed to refer to the provision or section of the federal tax law, in effect at my death, that corresponds to the provision or section referred to in this will.

Section 13.8 - The headings in this will are for convenience of reference only and shall not limit or otherwise affect any of the terms hereof. Unless otherwise specified, references in this will



20071029000498580 23/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 708

to articles, sections or paragraphs by their numbers, designations or location shall be deemed to designate the appropriate article, section or paragraph of this will.

I, Emory O. Cunningham, the testator, sign my name to this instrument on this the 2nd day of December, 1994, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will 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 eighteen years of age or older, of sound mind and under no constraint or undue influence.

Emory O. Cunningham
Emory O. Cunningham

We, WILLIAM L. HINDS, JR and WM. BEW WHITE, JR., the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as the testator's last will and that the testator 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 years of age or older, of sound mind and under no constraint or undue influence.

SIGNATURE OF WITNESS

ADDRESS OF WITNESS

William L Hinds Jr.

1400 Park Place Tower

Birmingham, Alabama

W Bew White Jr

1400 Park Place Tower

Birmingham, Al.

20071029000498580 24/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 709

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by Emory O. Cunningham,
the testator, and subscribed and sworn to before me by William L. Hinds, Jr.
and Mr. Ben White, witnesses, this the 2nd day of
December, 1994.

Mary Ann Fultz
Notary Public

Mary Ann Fultz
Notary Public

State At-Large

Commission Exp. 9-19-96

[NOTARIAL SEAL]

My Commission expires

This instrument prepared by
William L. Hinds, Jr.
Bradley, Arant, Rose & White
1400 Park Place Tower
2001 Park Place
Birmingham, Alabama 35203
(205) 521-8000

20071029000498580 25/26 \$86.00
Shelby Cnty Judge of Probate, AL
10/29/2007 02:20:53PM FILED/CERT

JR 1747 PG 710

169805

CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama

JEFFERSON COUNTY

I, George R. Reynolds, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument _____ of writing ha 5 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 EMORY O CUNNINGHAM Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume JR 1747, Page 690-709.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date FEBRUARY 7, 2000

PROBATE — 98

George R. Reynolds, Judge of Probate.

IN THE MATTER OF:
 THE ESTATE OF:
 EMORY O. CUNNINGHAM
 DECEASED

) IN THE PROBATE COURT OF
)
) JEFFERSON COUNTY, ALABAMA
)
) CASE NO. 169805
)
)

DECREE ON FINAL SETTLEMENT

This day comes James E. Cunningham, as Personal Representative of the estate of Emory O. Cunningham, deceased, and presents to the Court, under oath, a petition for final settlement of said estate, together with consents to this settlement by the legatees under said will, executed and acknowledged by each of them as required by law and moves the Court to proceed with the hearing of said petition.

It appearing to the Court that more than six months have elapsed since the appointment of said Personal Representative, and that the only claim filed in this Court within the time required by law has been paid and satisfied in full. It further appearing to the Court that Jeanne E. Cunningham, James E. Cunningham, David L. Cunningham, Sara C. Bright and Mary C. Beck are all the beneficiaries named in the will of said deceased, and that the Personal Representative has complied with the terms of said will by paying over and delivering to said beneficiaries, all property and assets belonging to said estate, as shown by receipt and release made a part of said petition.

It is therefore **ORDERED, ADJUDGED AND DECREED** by the Court that said petition be and the same is granted and ordered recorded and said Personal Representative discharged and released.

DONE AND ORDERED this 6th day of November, 2002.

Michael J. Bolin
 JUDGE OF PROBATE

20071029000498580 26/26 \$86.00
 Shelby Cnty Judge of Probate, AL
 10/29/2007 02:20:53PM FILED/CERT