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Shelby Cnty Judge of Probate,AL
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IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

JOHN A. O'BRIEN, JR.
Deceased

CASE NO. 201335

LETTERS TESTAMENTARY

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 hereby granted to **KATHERINE CLAIRE DONLON & JOHN A. O'BRIEN, III** 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).

WITNESS my hand this date, **JULY 16, 2008**.

(SEAL)

ALAN L. KING
Judge of Probate

I, S. J. Rhodes, Provisional 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, **OCTOBER 24, 2008**.

S J Rhodes
Provisional Chief Clerk

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Shelby Cnty Judge of Probate, AL
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IN THE MATTER OF THE ESTATE	)	**PROBATE COURT**
	)	
OF	)	**OF**
	)	
JOHN A. O'BRIEN, JR.	)	**JEFFERSON COUNTY, ALABAMA**
	)	
Deceased	)	**CASE NO.** -201335

PETITION FOR PROBATE OF WILL

Come the Petitioners and show this Court the following facts: Katherine Claire Donlon and John A. O'Brien, III

1. JOHN A. O'BRIEN, JR. (the "Decedent") died testate at Jefferson County, Alabama on or about the 4th day of July, 2008 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 Petitioners as Personal Representatives thereof, which was duly signed by the Decedent when over eighteen (18) years of age, and was attested by Robert D. Eckinger and Evelyn L. Blevins, both residents of Alabama at the time of the execution of the Decedent's Last Will and Testament, and was self-proved in a manner substantially in accordance with the requirements of Ala. Code § 43-8-132 (1975). Henry E. Simpson, a resident of Alabama and a Notary Public for the State of Alabama, at Large, was the officer authorized to administer oaths, and before whom said Will was acknowledged on June 19, 2008.

3. The Decedent, at the time of his death, was married.

4. The following is a true, correct and complete list of the names, ages, conditions, relationships and addresses of the Decedent's next-of-kin, as determined by application of Ala. Code § 43-8-42 (1975):

Name, Age, Condition, Relationship	**Address**
Adrienne Lange Burroughs O'Brien, over age 18 Of Sound Mind, Wife	4209 Abingdon Trail Birmingham, Alabama 35243
Ann Marie Grimes, over age 18 Of Sound Mind, Daughter	7805 Sumner Circle Morris, AL 35116
John A. O'Brien, III, over age 18 Of Sound Mind, Son	3805 Castle Hill Rd Birmingham, AL 35242
Katherine Claire Donlon, over age 18 Of Sound Mind, Daughter	12201 N. Ola Ave Tampa, FL 33612
Erin Elizabeth Gordon, over age 18 Of Sound Mind, Daughter	7416 Wyndham Parkway Helena, Alabama 35080

WHEREFORE, the Petitioners pray that this Court will take jurisdiction of this Petition, will cause all such notice or citations to issue to the said 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 of this Court of said Will as the Last Will and Testament of the Decedent. This Petition is deemed to be verified pursuant to Ala. Code § 43-8-22 (1975).

Attorney for Petitioners:

Henry E. Simpson
ADAMS AND REESE LLP
2100 Third Avenue North, Suite 1100
Birmingham, Alabama 35203-3367
Telephone: 205-250-5000

Petitioners:

Katherine Claire Donlon

John A. O'Brien, III

VERIFICATION

STATE OF ALABAMA)
JEFFERSON COUNTY:)

Before me, a notary public in and for said county in said state, personally appeared Katherine Claire Donlon, who being first duly sworn, makes oath that she has read the foregoing Petition and knows the contents thereof, and that she are informed and believes, and upon such information and belief, avers that the facts alleged therein are true and correct.

SUBSCRIBED AND SWORN to before me this 7/1 day of July, 2008.

Notary Public
My Commission Expires: 1/15/09

(SEAL)

-201335

VERIFICATION

STATE OF ALABAMA)
JEFFERSON COUNTY:)

Before me, a notary public in and for said county in said state, personally appeared John A. O'Brien, III, 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.

SUBSCRIBED AND SWORN to before me this 14 day of July, 2008.

Notary Public
(SEAL) My Commission Expires:

BENCH NOTE

Filed in the Probate Court of Jefferson County, Alabama, on the _____ day of July, 1008, and set for hearing the _____ day of ________________, 2008, at ________ __.M.

Judge of Probate

FILED IN OFFICE THIS 16th DAY OF July, 20 08, PRAYER GRANTED AND PETITION ORDERED RECORDED

JUDGE OF PROBATE

-201335

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Shelby Cnty Judge of Probate,AL
02/03/2009 10:17:34AM FILED/CERT

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Last Will and Testament

OF

JOHN A. O'BRIEN, JR.

I, John A. O'Brien, Jr., domiciled in the State of Alabama in the County of Jefferson, declare this to be my Will. I revoke any prior Wills and codicils I have made.

ARTICLE I
INTRODUCTION

My name is John A. O'Brien, Jr. I am married to Adrienn Lange Burroughs O'Brien, hereinafter sometimes referred to as my spouse. I have four (4) children, whose names are Ann Marie Grimes, John A. O'Brien, III, Katherine Claire Donlon and Erin Elizabeth Gordon.

ARTICLE II
PERSONAL PROPERTY

A. Tangible Personal Property. I give my tangible personal property (excluding coins, securities, currency and collectibles held for investment), together with any insurance policies thereon, to children who survive me for at least thirty (30) days, to be divided among them equally, or as they agree. Except as otherwise provided above, the recipients of my tangible personal property shall receive such property subject to any debts secured by such property.

B. Memorandum. I may prepare a memorandum in conjunction with this Will which indicates my desires with regard to the disposition of special property of mine. If I prepare such memorandum, it will be an expression of my desires with regard to the disposition of such personal property. Although I realize that such memorandum shall not be binding upon the personal representative, I hope and expect that the personal representative and my beneficiaries will honor this expression of my desires.

ARTICLE III
SPECIFIC BEQUESTS AND CERTAIN PAYMENTS UPON DEATH

A. Specific Bequests. Upon my death I make the following specific bequests:

(1) To Erin Elizabeth Gordon, the house located at 7416 Wyndham Parkway, Helena, Shelby County, Alabama 35080. If I do not own that house upon my death, then I leave Erin Elizabeth Gordon $115,000, per stirpes.

(2) To Katherine Claire Donlon, I leave $115,000, per stirpes.

(3) To John A. O'Brien, III, I leave $115,000, per stirpes.

(4) To Ann Marie Grimes, I leave $115,000, per stirpes.

B. Certain Payments Upon Death. Upon my death, my personal representative shall pay the taxes imposed by reason of my death and the expenses of administering my estate as directed in the Article titled "Taxes, Claims and Administration Expenses."

ARTICLE IV
RESIDUE OF ESTATE

My personal representative shall dispose of the residue of my estate, consisting of all property, of whatever kind and wherever located, that I own on the date of my death (excluding any property over which I have a power of appointment, it being my intention not to exercise any such power) after providing for the payments and distributions, if any, required by the foregoing provisions, as follows:

A. Provision for Spouse. My spouse and I are parties to a Prenuptial Agreement. I leave to my spouse the amount of $1.00 and intentionally make no other provision for her in this Will.

B. Residue. I give, devise, and bequeath my residuary estate to my children, per stirpes. If any descendant of mine who is to receive a share of my residuary estate has not reached the legal age under the law of the jurisdiction in which that descendant is domiciled at the time of distribution under this ITEM, then distribution of his or her share shall be made instead to a qualified person or trust company designated by my executor as custodian for that descendant under the Alabama Uniform Transfers to Minors Act, and the receipt of such custodian shall be sufficient to discharge my personal representative from further responsibility to such minor. If I am not survived by any lineal descendants, then my residuary estate shall be disposed of in accordance with the laws of intestate succession as if I had died intestate, provided, however, my spouse for purposes of this Article shall be treated as if she predeceased me.

ARTICLE V
DESIGNATION OF PERSONAL REPRESENTATIVE

A. Designation of Personal Representatives. I name Katherine Claire Donlon and John A. O'Brien, III, jointly or the survivor of them, as the personal representatives of my Will.

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B. Ancillary Personal Representatives. If the appointment of a personal representative is necessary or desirable in any jurisdiction in which no personal representative then serving is able and willing to act, my then acting personal representative or personal representatives shall designate, by a duly acknowledged instrument delivered to the designee and filed with the estate records, a person or corporate personal representative to serve as my personal representative in that jurisdiction ("my ancillary personal representative"). My ancillary personal representative shall have all the duties, powers, immunities and liabilities granted to my personal representative by my Will without authorization by or approval of any court.

ARTICLE VI
TAXES, CLAIMS AND ADMINISTRATION EXPENSES

A. Administration Expenses. My personal representative shall pay the expenses of my last illness, my funeral and burial, the expenses of the administration of my probate and non-probate estate in any jurisdiction (including, during the administration of my estate, all costs of storing and insuring the tangible personal property disposed of under my Will, and all costs of transporting such property to the beneficiaries), and any allowances by court order for my dependents (collectively referred to herein as "my estate administration expenses").

B. Claims. My personal representative shall pay all properly allowable claims made against my estate.

C. General Rule for Payment of My Death Taxes. Subject to the subsequent provisions of this Article, my personal representative shall pay "my death taxes" (as hereinafter defined) as an expense of administration, and without apportionment; provided, however, that in no event shall any property that is not included in my gross estate bear any of my death taxes. To the extent possible, the following property that is held as a part of or payable to my estate shall not bear any of my death taxes: (i) benefits payable to my estate hereunder under any "Qualified Retirement Plans" (as hereinafter defined) and "IRD Property" (as hereinafter defined) that does not qualify or is not elected to qualify for the federal estate tax marital or charitable deductions, (ii) general legacies and specific bequests of cash (excluding coin collections) or marketable securities to be made upon my death hereunder, (iii) specific bequests of property other than cash or marketable securities to be made upon my death hereunder, and (iv) property that qualifies or is elected to qualify for the federal estate tax marital or charitable deductions (including Qualified Retirement Plans and IRD Property); provided, however, that if such property must bear any of my death taxes, such property shall bear such tax in the order listed above.

D. Marital Inclusion Property. If property held in a trust for my benefit or in which I had a life estate and in respect of which a marital deduction previously was allowed to the estate of a person to whom I was married is included in the determination of my death taxes (hereinafter referred to as "Marital Inclusion Property"), my personal representative shall certify to the trustee of such trust the amount by which my death taxes exceeds the amount of taxes that would have been imposed if such Marital Inclusion Property had not been included in the determination of my death taxes. For the purpose of calculating such amount, my personal representative shall take into account all property included in the determination of my death taxes, irrespective of whether such property passes under my Will or otherwise, but shall not include any "generation-skipping tax" (as hereinafter defined). My personal representative shall request in writing that

-201395

the trustee of the trust holding the Marital Inclusion Property pay, in the discretion of my personal representative, (1) the amount so certified, (2) a lesser amount than the amount so certified, or (3) if the trust holding the Marital Inclusion Property permits, a greater amount than the amount so certified, to my personal representative (or as my personal representative may otherwise direct without any duty to confirm the application of such amount).

E. Tax Apportionment. Subject to the provisions of Section D of this Article, my personal representative shall charge to and collect the amount of my death taxes that may be recovered under applicable law from each person or entity holding or receiving any property included in my gross estate (1) that is not held as a part of or payable to my estate following my death, (2) against which my personal representative has a right of recovery or reimbursement in respect of my death taxes, and (3) that does not qualify for or is not elected to qualify for the federal estate tax marital or charitable deductions and (4) that is not a Qualified Retirement Plan.

F. Definition of My Death Taxes. As used herein, "my death taxes" shall mean all estate, inheritance, and other transfer taxes payable by reason of my death under the law of any jurisdiction (including any jurisdiction outside of the U.S.) together with all interest and penalties thereon, including all generation-skipping taxes on any "direct skips" (as hereinafter defined) payable by reason of my death that are attributable to any general legacy or specific bequest hereunder (except for any such legacy or specific bequest that passes to a "skip person" (as hereinafter defined) solely by reason of a disclaimer) but excluding all other generation-skipping taxes payable by reason of my death.

ARTICLE VII
GENERAL PROVISIONS

A. No Spouse's Award. The provisions made for my spouse by my Will or by me in any other manner during my life shall be in lieu of, and not in addition to, dower and homestead, and every other interest, estate, spouse's award, election or allowance to which my spouse otherwise might be entitled as my spouse.

B. No Court Supervision. I direct that my estate subject to probate jurisdiction be administered without court supervision, where available.

C. Adjustments. No income or principal adjustments or adjustments in the amount of any legacies hereunder shall be made to compensate for the effects of any decisions by my personal representative to make or not make any elections.

D. Value on Distribution Date. Property allocated in kind in satisfying a pecuniary bequest hereunder shall be valued at its fair market value on the date or dates of distribution.

ARTICLE VIII
POWERS, RIGHTS AND DUTIES
OF PERSONAL REPRESENTATIVES AND OTHER FIDUCIARIES

A. General Personal Representative Powers. In addition to the powers now or hereafter conferred by applicable law, all of which may be exercised without approval of any court, my personal representative may:

1. make payments or distributions (including the satisfaction of any pecuniary legacy) of income or principal in kind or in money, or partly in each, in shares of differing composition, without regard to the income tax basis of specific property allocated to any beneficiary;

2. hold, manage, insure, coinsure, reinsure, improve, repair and control all estate property, real or personal;

3. sell for cash or credit, or on installments, at public or private sale, grant options to purchase, and convey or exchange any and all of the estate property, or any life estate, term of years, remainder or reversion therein, for such price, including property of equivalent value (whether of like kind or similar use, and including life estates, terms of years, remainders or reversions), and upon such terms, as my personal representative determines;

4. lease or license the use of any tangible or intangible personal property at any time forming a part of my estate upon such terms as my personal representative determines;

5. borrow money from any source (including from himself, any other fiduciary hereunder); extend or renew any existing indebtedness; mortgage or pledge property; and guarantee payment of any loan from a third person to a beneficiary or to any entity in which a beneficiary, my estate has an interest (regardless of the form of participation or ownership) and pledge or hypothecate all or any part of the estate property as collateral for such guarantee;

6. release, assign, settle, compromise, contest, participate in mediation, agree to arbitrate and be bound thereby, extend the time for payment of, or abandon, claims or demands in favor of or against my estate;

7. sell, convey, exchange, release, mortgage, encumber, lease, partition, improve, manage, protect and subdivide any real estate interests or parts thereof; dedicate roads or other portions of the property for public use, adjust boundary lines, vacate any subdivisions or parts thereto, grant options to purchase; lease such property, or any part thereof from time to time in possession or reversion, by leases to commence currently or in the future, and upon any terms and for any period or periods of time including a period beyond the administration of the estate (including, if permissible under applicable law, beyond the term of the rule against perpetuities); renew or extend leases, amend, change or modify the terms and provisions of any lease, and consent to the assignment of leases, contract to make leases and grant options to lease and options to renew leases and options to purchase the whole or any part of any reversion; grant easements or charges of any kind; release, convey or assign any right, title or interest in or about an easement appurtenant to such property or any part thereof; construct and reconstruct, remodel,

-201985

alter, repair, add to or take from buildings on such premises; purchase or hold real estate, improved or unimproved, or any reversion in real estate subject to lease;

8. abandon any property that my personal representative deems to be worthless or not of sufficient value to warrant keeping or protecting; abstain from the payment of taxes, water, rents, assessments, repairs, maintenance and upkeep of any such property; permit any such property to be lost by tax sale or other proceedings, or convey any such property for nominal or no consideration; permit the expiration of any renewal, sale, exchange or purchase option with respect to any property or lease thereof;

9. invest in, purchase, retain or sell any type of property (regardless of whether a security is listed on any stock exchange or other public market, registered with any securities commissions or similar bodies or subject to contractual, legal or other restrictions, including "investment letter" restrictions), including (without limitation) common stock, bonds, notes, debentures, mortgages, preferred stocks, puts or calls, voting trust certificates, options, derivative instruments, beneficial interests in land trusts, interests in common trust funds, mutual funds (including mutual funds managed or advised by a fiduciary hereunder), "open-end" or "closed-end" investment funds or trusts, real estate investment trusts, savings and loan or building and loan associations, motion picture, radio, television or cable access television production programming and licenses, livestock or other animals, commodities, commodity pools, commodity options, commodity partnerships, swaps, caps and collars and any and all derivations thereof, managed futures, managed stock accounts, foreign exchange, insurance or endowment policies, annuities, variable annuities or other property or undivided interests in property, real or personal, foreign or domestic;

10. purchase securities on margin and engage in short sales, sales against the box and other investment strategies, whether covered or uncovered;

11. purchase or otherwise acquire, for cash, credit or installments, form, create, organize, invest in, reinvest in, retain or continue for an indefinite term, any "Business Entity" (as defined in the Code of Alabama) located within or without the United States, regardless of the form of participation or ownership and even though it may be closely or privately held or may constitute all or a large portion of my estate; have and exercise all the powers necessary and incidental to ownership in such Business Entity, including authorizing or voting to authorize the making of charitable contributions by such Business Entity; participate in the conduct of such Business Entity or rely upon others to do so, and take or delegate to others discretionary power to take any action with respect to its management and affairs that a person could take as owner of such Business Entity, including the voting of stock, and the determination of all questions of policy; take possession of the assets of such Business Entity and exercise complete control and management of such Business Entity, and in connection therewith, enter into and perform contracts, commitments, orders, and engagements; incur expenses and debts in connection with the conduct and operation of such Business Entity, and pay and discharge such expenses and debts; join in and execute operating agreements, partnership agreements and amendments thereto; participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of such Business Entity or any change in its nature and retain and continue such changed or successor Business Entity; invest additional capital in, subscribe to or buy additional stock or securities of or make or guarantee new or increased secured, unsecured or

subordinated loans to any Business Entity; rely upon the reports of certified public accountants, appraisers, consultants and other professional advisors, without independent investigation and without obligation to file any report with any court in any jurisdiction; elect, employ and compensate directors, officers, employees or agents of any Business Entity, who may include my personal representative, the trustee or a director, officer or agent of my personal representative or; show in summary form in the trustee's accountings, if any, only the financial position of a Business Entity and not include in detail all the business transactions; deal with and act for such Business Entity in any capacity, including any banking or trust capacity and the loaning of money out of my personal representative's own funds, and be compensated therefor; sell, pledge or liquidate any interest in such Business Entity; provided, however, that notwithstanding the provisions of this subsection, my personal representative shall not purchase or otherwise acquire, form, create, organize, invest or reinvest in any Business Entity by which my personal representative is employed or in which my personal representative (or his family) directly or indirectly owns an interest, unless (i) my personal representative is a descendant of my grandparents or a spouse of such a descendant; (ii) the beneficiary, a descendant of the beneficiary's grandparents, a descendant of my grandparents or a spouse of any of such persons is employed by or owns (directly or indirectly) an interest in such Business Entity; or (iii) the beneficiary consents to such action in a duly acknowledged instrument filed with the estate records; provided, further, that my personal representative may continue to hold interests in any Business Entity held by my estate at the time my personal representative began serving as such;

12. invest and reinvest the estate property wholly or partially in any interests in oil, gas or other mineral resources received from any source, such investments to be made either directly or through entities intended to protect my estate property; retain any interests in oil, gas or other mineral resources; execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the administration of my estate) and any other instruments or documents; manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; drill, rework or recomplete wells of any type; conduct or participate in secondary recovery operations; enter into agreements for pooling or unitization; install, operate or participate in the operation of any plant, mine or other facilities; and interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court;

13. acquire or retain any farm, ranch or forest property; engage in farm, ranch and forestry operations and the production, harvesting and marketing of farm, ranch and forest products, including livestock breeding and feeding and poultry and dairy farming, either by operating directly with hired labor, by retaining farm managers or management agencies, by renting on shares or for cash, by entering into logging contracts or selling standing timber, or in any other manner; enter into farm programs; purchase or rent farm, ranch and forest machinery and equipment, livestock, poultry, seed and feed; improve farm, ranch and forest property and repair, improve and construct farm buildings, fences and drainage facilities; and in general to do all things customary or desirable in farm, ranch and forest operations;

14. determine whether and to what extent receipts and expenditures should be allocated to or charged against income or principal, and, in so doing, my personal representative may allocate my estate administration expenses disproportionately among the beneficiaries

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Shelby Cnty Judge of Probate, AL
02/03/2009 10:17:34AM FILED/CERT

hereunder; and except as may be otherwise provided herein, my personal representative is not required to adhere to the provisions of the applicable Principal and Income Act (but in no event shall any such allocation fundamentally depart from state law); provided, however, that the personal representative shall have the power and discretion to adjust between principal and income which is contained in section 104 of the Alabama Principal and Income Act, as from time to time amended; provided further, that any proceeds received by my personal representative from any Qualified Retirement Plan shall constitute principal, except to the extent of income earned on such proceeds after the plan participant's death which shall constitute income; establish out of income and credit to principal reasonable reserves for the depreciation or depletion of tangible personal properties; amortize premiums paid on the purchase of securities or other property; provided, however, that any capital gain dividends from investments in mutual funds, common trust funds or real estate investment trusts shall be deemed to constitute principal;

15. employ and pay reasonable compensation to such agents, brokers, advisors, trustees, custodians, depositaries, title holders, escrowees, accountants, attorneys, investment counsel, appraisers, insurers and others (who may be my personal representative in such other capacity or any firm or corporation with which my personal representative is associated), and execute any general or limited direction or power of attorney for any such employment or agency relationship; and such expenses shall not be charged against the compensation of my personal representative;

16. vote, or refrain from voting, any corporate stock, equity or any other ownership interest in any corporation or other entity, either in person or by general or limited proxy, for any purpose, including (without limitation), the election of my personal representative or beneficiary as a director of any such entity; exercise or sell any conversion privilege, warrant, option or subscription right with respect to any security; consent to take any action in connection with, and receive and retain any securities resulting from, any reorganization, consolidation, merger, readjustment of the financial structure, sale, lease or other disposition of the assets of any corporation or other entity, the securities of which may at any time form a part of my estate property; deposit any securities with or under the direction of a committee formed to protect such securities and consent to or participate in any action taken or recommended by such committee; pay all assessments, subscriptions and other sums of money that may seem expedient for the protection of the interest of my estate as the holder of such stocks, bonds or other securities; enter into an agreement making my estate liable for a pro rata share of the liabilities of any corporation that is being dissolved and in which stock is held, when, in the opinion of my personal representative, such action is necessary or otherwise advisable to the plan of liquidation and dissolution of any such corporation; join in and vote for participation in or modification or cancellation of any restrictive purchase or retirement agreement relating to any partnership interest, corporate stock or any other interest in any type of entity held as a part of my estate property; join in the formation, amendment, extension or cancellation of any voting trust, voting agreement or any type of shareholder agreement;

17. cause any securities or other property to be issued, held or registered in any personal representative's individual name, or in the name of a nominee, with or without disclosure of any fiduciary capacity, or in a form such that title will pass by delivery;

-201335

18. deal in every way and without limitation or restriction with the personal representative or other representatives of any trust or estate in which the beneficiary has any existing or future interest (even though my personal representative may be acting in such other capacity), and such transactions may include, without limitation, the purchase or sale at fair market value, or the loan (for any period, but only upon adequate security and interest) of any part of my estate or the trust property from or to such other estate or trust;

19. open margin accounts, discretionary accounts or any other type of account with brokerage firms, banks or others, and invest the estate property in, and conduct, maintain and operate, these accounts for the purchase, sale and exchange of stocks, bonds and other securities, and in connection therewith, borrow money, obtain guarantees, and engage in all other activities necessary or incidental to conducting, maintaining and operating these accounts;

20. to the extent permitted by applicable law, transfer the location of any estate property to another jurisdiction within or without the United States as often as my personal representative deems it advantageous; and my personal representative may take whatever action is necessary or desirable (including, without limitation, the commencement of an appropriate judicial proceeding) in order to effectuate such a transfer of the location of estate property;

21. open and maintain one or more savings accounts or checking accounts and rent safe-deposit boxes or vaults, wherever located, within or without the United States, even if the bank or trust company at which the safe-deposit box or vault is located is acting as my personal representative; deposit to the credit of such account or accounts all or any part of the estate property, irrespective of whether such property may earn interest; add to or remove some or all of the items placed in any safe-deposit box or vault; withdraw a portion or all of such funds so deposited by check or other instrument signed by my personal representative, or by such other person or persons as my personal representative or may authorize, and any such bank, company or association may allow such person or persons access to such safe-deposit box or vault and to pay such check or other instrument and also to receive the same for deposit to the credit of any holder thereof when so signed and properly endorsed, without inquiry of any kind; and access when so allowed, and payments when so made by such bank, company or association, shall not be subject to objection by any person concerned or interested in any way in my estate;

22. register or qualify any securities under the Securities Act of 1933, or any similar or applicable federal law, and register or qualify any such securities under any state securities law; enter into such agreements with underwriters and the corporation that issued any such securities as my personal representative deems proper; make such representations and warranties, assume such obligations, and engage in such undertakings of indemnity and make such other arrangements concerning undertakings of indemnity, including the purchase of any insurance policies, as my personal representative deems proper; create escrows, enter into custody agreements, and execute powers of attorney and any other instruments delegating authority and discretion to others; and do any and all other acts and things that my personal representative deems necessary or advisable for the purpose of the sale, exchange, transfer, or other disposition of any securities;

23. retain, sell (in a public or private sale), hypothecate or otherwise dispose of any paintings, drawings, prints, pictures, photographs, statues, porcelain, silver, books, furniture and

furnishings, and other art objects, antiques or collectibles received by my personal representative; pay any storage charges, insurance premiums and costs of maintenance and preservation in connection therewith; and lend any such art objects, antiques or collectibles to any beneficiary or any organization, or exhibit them for or without rent or other consideration, on such terms as my personal representative deems advisable;

24. lend the principal or income of the estate property to the beneficiary thereof, with or without interest or security; and make loans to such other persons, Business Entities, trusts or estates, upon such terms, with such rates of interest and with such security as the personal representative deems adequate;

25. allocate different kinds or disproportionate shares of property or undivided interests in property among beneficiaries and determine the value thereof; except as otherwise provided herein, make joint investments and hold such joint investments as a common fund for purposes of administration, dividing the net income therefrom in the same proportions as the respective interests of such beneficiaries;

26. to the extent permitted by applicable law, at any time and from time to time, and subject to revocation at any time, delegate any of his authorities, discretions and powers to any persons and/or entities, such delegation and all revocations thereof to be evidenced by a duly acknowledged instrument delivered to the persons or entities to whom the delegation is made and filed with the estate records;

27. purchase, maintain and exercise all the rights, options, benefits and other incidents of ownership with respect to a policy of insurance of any kind upon the life of any person, and pay premiums for the purchase or maintenance of any such policy out of estate property; take such action, including the commencement of legal proceedings, to collect those proceeds of any such policy; provided, however, that no insurance company that has issued such a policy shall have any obligation to inquire into the terms of my Will or to see to the application of the proceeds and the benefits of such a policy; and, provided, further, that a receipt duly executed by my personal representative and delivered to any such insurance company shall be effective to release the insurance company from any liability in connection with such policy; provided, further, that my personal representative shall have no duty to maximize the earnings of the estate property by borrowing the cash value of any life insurance policy;

28. invest estate property in, and sell or otherwise dispose of, remainder interests, income interests, life estates, annuity interests and other terminable, term or future interests or similar types of limited interests in property; and make joint purchases and sales of any property or interests therein with any entity or person. In connection with transactions described in this subsection, my personal representative may, but need not, rely upon appraisals or representations of value as my personal representative in its discretion may deem appropriate, including, without limitation, appraisals rendered by professional appraisers, actuaries, accountants or opinions of counsel;

29. make or refrain from making any tax election;

30. make any payment, receive any money, take any action and make, execute, deliver and receive any contract, deed, instrument or document, that my personal representative may deem necessary or advisable to exercise any of my personal representative's powers or to carry out any provisions contained herein: and in addition to the powers enumerated hereinabove, do all other acts that in the judgment of my personal representative are necessary or desirable for the proper administration of my estate.

B. Absolute Discretion. My personal representative shall have absolute discretion regarding the exercise of their powers, and such exercise shall be final and conclusive upon all persons interested in my estate.

C. Payments and Disuributions to Certain Beneficiaries.

1. Facility of Payments. My personal representative, and any trustee of a trust resulting from a bequest to a minor pursuant to Article IV B, may apply payments and distributions of estate and trust property for the use of a beneficiary in any manner, without the intervention of a guardian or similar fiduciary, including (without limitation) directly to the beneficiary and by applying such amounts directly for the benefit of the beneficiary, and including, as to minor beneficiaries, payments to a custodian under an applicable Uniform Transfers to Minors Act or similar law in any jurisdiction, and payments to any guardian of the person of a minor beneficiary to help defray the costs of housing and other expenses incurred by such guardian for the direct or indirect benefit of the minor beneficiary.

2. Retention for Persons Under Age Twenty-One. My personal representative and the trustee may deal with property that vests in a person who has not attained age twenty-one (21) as follows:

a. retain all or part of the property and manage the retained property for the person's benefit until the person attains age twenty-one (21), and during such time apply the property as my personal representative or the trustee sees fit from time to time for the person's welfare, adding to principal any income not so applied and distributing the property to the estate of the person if the person dies before receiving the property in full; or

b. turn over all or part of the property, either initially or at any time after having chosen to manage the property for the person's benefit, to a custodian under an applicable Uniform Transfers to Minors Act or similar law in any jurisdiction, to either parent of the person or to a person with whom the person resides on behalf of the person, or to the person directly, without judicial authorization, without bond and without the intervention of any parent or guardian of the person's property, and my personal representative and the trustee shall not be responsible for the disposition of the property after it is so transferred.

All powers conferred on my personal representative and the trustee shall be exercisable in respect of property retained and managed for the benefit of a person under this Section, and my personal representative and the trustee shall be entitled to the same compensation for retaining and managing the property to which he would be entitled if he held the property as trustee. The custodian or person having personal custody of a recipient of property under my Will shall also represent such recipient for all other purposes of my Will.

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D. Accountings. The trustee has no duty to render periodic accounts (whether interim, final or otherwise) of a trust to a beneficiary or any court except upon the written request of a beneficiary of such trust; provided, however, that a beneficiary may not call upon a trustee to account more frequently than annually. A beneficiary may grant a trustee a full and complete release from any and all liability to the beneficiary attributable to any act by or omission of the trustee and may approve any accounting of the trust. Any such release or approval by all of the adult current beneficiaries of a trust shall be binding and conclusive upon all current beneficiaries and remaindermen (including minor and then unborn beneficiaries and remaindermen) who may then have or thereafter acquire an interest in such trust. All expenses of the preparation and of the judicial or non-judicial settlement of a trustee's account shall be borne by the trust. All expenses of the preparation and of the judicial or non-judicial settlement of a trustee's account shall be borne by the trust.

E. Fiduciary Compensation and Expenses. Any fiduciary shall be entitled to compensation pursuant to a written agreement executed by me and such fiduciary. If no such agreement is in effect, such fiduciary's compensation shall be in accordance with a written agreement between the fiduciary and the person by whom such fiduciary was designated; provided, however, that if no such agreement is in effect, the compensation shall be the same to which his predecessor in office was entitled, but if none, then a corporate fiduciary's compensation shall be in accordance with the schedule of fees that the corporate fiduciary publishes and which is in effect at the time the services are rendered, and any other fiduciary's compensation shall be as is allowed under applicable law. I recognize that such compensation may exceed the compensation for such services allowed from time to time under applicable law. The assumption of office by any successor fiduciary shall be conditioned on his acceptance of such compensation instead of the commissions or other compensation to which that fiduciary would otherwise be entitled. In addition to his compensation, a fiduciary shall be entitled to reimbursement for reasonable expenses incurred in connection with his services as a fiduciary. Notwithstanding any provision of my Will, the compensation of a fiduciary may not be decreased during such fiduciary's term by a person empowered to designate his successor.

F. Third Parties. No person dealing with the personal representative shall be obliged to inquire as to the powers of the personal representative, or to see to the application of money or property delivered to the personal representative.

G. Exculpation from Bond. No personal representative shall be required to furnish a bond for the proper performance of his or her duties, including a bond securing a payment on account of commissions. Notwithstanding the foregoing, if any such bond is nevertheless required by any law, statute or rule of court, no surety shall be required thereon, and I request that such bond shall be accepted in the lowest amount possible.

H. Powers, Duties, Limitations, Immunities and Liabilities of Successor Personal Representatives. Wherever reference is made herein to my personal representative, such reference shall include any and all successor personal representatives at any time acting as personal representative hereof, and unless expressly provided in my Will or otherwise, each successor personal representative shall be vested with all powers, duties, limitations and immunities as if originally named as personal representative, as the case may be. Successor personal representatives shall not be liable or responsible in any way for the acts or defaults of any predecessor personal representative, nor for any loss or expense occasioned by any act by or omission of a predecessor personal representative, and shall be liable only for his own acts and omissions with respect to estate property, and a successor personal representative may accept the account rendered and the assets and property delivered to him by the predecessor personal representative, and shall incur no liability to any person beneficially interested in my estate or by reason of so doing.

I. Broad Investment Authority. In exercising the investment powers conferred above, my personal representative may (but is not directed to) acquire or continue to hold any property, even though not of a kind usually considered suitable for personal representatives to acquire or hold, or even though an investment may constitute a larger proportion of my estate than, but for this provision, would be appropriate, and irrespective of any risk, nonproductiveness, or lack of diversification. I intend to grant my personal representative the broadest possible discretion in determining what constitutes an appropriate investment, acceptable level of risk and proper investment strategy, consistent with his fiduciary duties.

J. Merger of Corporate Fiduciary. If any corporate fiduciary is merged into or consolidated with or sells or transfers all or substantially all of its assets and business to another corporate fiduciary, or is in any manner reorganized or reincorporated, the surviving corporate fiduciary shall thereupon become the corporate fiduciary without any further act on the part of such corporate fiduciary.

K. Incapacitated Fiduciary. If any person acting in any fiduciary capacity hereunder is or becomes "incapacitated" (as hereinafter defined), then said person shall be deemed to have resigned in every capacity in which said person is acting as a fiduciary hereunder.

L. Multiple Fiduciaries. If more than one person or entity is acting in the same fiduciary capacity with respect to my estate:

1. Majority Vote to Govern. A decision made by a majority of the co-fiduciaries who are qualified to vote on such decision shall control, without liability to any co-fiduciary who dissents in writing. For purposes of this paragraph, if only two (2) co-fiduciaries are qualified to vote on a decision, such decision shall control only if both fiduciaries vote in favor of the decision.

2. Single Signatory. Unless a co-fiduciary elects otherwise in writing, any one co-fiduciary may sign any checks, agreements or other documents on behalf of my estate and such signature shall bind my estate in the same manner as though said check, agreement or other document had been signed by all of the co-fiduciaries acting in the same capacity, and no person dealing with the signing fiduciary shall be obliged to inquire as to the other co-fiduciary's acquiescence to such action.

M. Inventory. If permitted by applicable law, I direct that my personal representative shall not be required to file any inventory of my estate.

N. Application of Personal Representative Powers, Rights and Duties. The powers, rights and duties granted to my personal representative may be exercised only in furtherance of the administration of my estate and only with respect to the property of my estate. The provisions of my Will shall be construed to achieve this intent.

O. Liability of Personal Representatives. My personal representatives shall not be liable for any loss occasioned by acts in good faith in the administration of my estate (including acts in reliance upon an opinion of counsel) and in any event a personal representative shall be liable only for willful wrongdoing, or gross negligence, but not for honest errors of judgment.

ARTICLE IX
SURVIVORSHIP RULES

A. Simultaneous Deaths. If my spouse and I die simultaneously or under circumstances that the order of our deaths cannot be determined, my spouse shall be deemed to have survived me.

B. Survivorship of Beneficiaries. Except as provided in Article II A of my Will, any distribution to be made from my estate upon my death to or for the benefit of any person other than my spouse shall be contingent on the intended recipient surviving me for at least 180 days. If such intended recipient does not survive me for at least 180 days, then the distribution to be made to or for the benefit of such intended recipient shall instead be distributed as if such intended recipient predeceased me.

ARTICLE X
SEVERABLE AND UNENFORCEABLE PROVISIONS

If any provision of my Will or the application of any such provision to any person or circumstance is determined to be invalid, illegal or unenforceable to any extent, the remainder of my Will or the application of such provision to persons or circumstances other than those for which it is determined to be invalid, illegal or unenforceable shall not be affected thereby and each other provision of my Will shall be valid and shall be enforced to the fullest extent permitted by law. To the extent permitted by applicable law, my personal representative and I waive all provisions of law that render any provision hereof invalid, illegal or unenforceable in any respect. My personal representative may modify any provision determined to be invalid, illegal or unenforceable to the extent necessary to remedy such provision.

ARTICLE XI
BY RIGHT OF REPRESENTATION

Any allocation to be made to the then living descendants of a person "by right of representation" shall be divided on a per *stirpital* basis among such descendants, with the *stirpes* beginning with the children of such person, whether or not any child of such person then is living. A person shall be deemed to be living at a designated point in time if such person then is *in utero* and is born alive.

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ARTICLE XII
INTERPRETIVE RULES

A. Governing Law. This Will shall be construed and administered in accordance with the laws of the State of Alabama, without giving effect to its conflicts of law principles.

B. Pretermitted Heirs. I intend that no child born to or adopted by me before or after the date of my Will shall be entitled to receive any greater portion of my estate than that portion, if any, provided herein.

C. Adoption. A person adopted prior to his attaining the age of eighteen (18) years and the descendants of any such adopted person shall be treated as descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or parents for all purposes herein. A child shall not be considered a descendant of his natural or adoptive parent (or of the ancestors of such parent) after the date of a court order terminating the parent's parental rights of the child, unless such parental rights were terminated primarily as a result of the actions of a party other than the parent.

D. Pronouns. As used herein, the pronouns "he," "she," "his," "hers," "him," "her", "it" and "its" shall include the masculine, feminine, neuter and plural thereof.

E. Singular and Plural. As used herein, the singular shall include the plural, and the plural shall include the singular, wherever the context and facts require such construction.

F. Headings. The headings, titles and subtitles herein are for convenience of reference only and are to be ignored in any construction of the provisions hereof.

G. Duly Acknowledged. For purposes of my Will, an instrument shall be considered "duly acknowledged" if it is signed by its creator and, if required by applicable law for any purpose, acknowledged before a notary public as the creator's free act and deed.

ARTICLE XIII
DEFINITIONS

A. Beneficiary. As used herein, the term "beneficiary" shall mean the beneficiary or beneficiaries to whom the personal representative is authorized to pay income or principal.

B. Code. As used herein, the term "Code" shall mean the United States Internal Revenue Code of 1986, as amended, the regulations thereunder, or the corresponding provision of any subsequent federal tax law.

C. Corporate and Non-Corporate Fiduciaries. As used herein, the term "corporate personal representative" shall refer to any bank, trust company or other legal entity (other than a person) authorized or not prohibited from serving as a personal representative (by law or otherwise), regardless of the legal form of such entity. The term "non-corporate personal representative" shall refer to the personal representative(s) that are natural persons.

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D. Descendants. As used herein, the "descendants" of a person shall mean a descendant in any degree of consanguinity, including any descendants born at any time after the person's death.

E. Personal Representative. As used herein, all references to a person's "personal representative" shall include the executor, administrator or other representative of such person's estate.

F. Minor. As used herein, a "minor" shall mean a person who, under the law of the jurisdiction in which the person is domiciled, has not attained the legal age of majority.

G. Person. As used herein, the term "person" shall only mean a natural person.

H. Spouse. A spouse of any person shall mean the individual to whom such person is married, or was married at such person's death, and is or was not living apart from, except for medical reasons.

I. Taxable Estate. As used herein, the term "taxable estate" shall have the meaning ascribed to such term by Section 2051 of the Code.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will on June 9, 2008.

John A. O'Brien, Jr.

We, the undersigned, 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 (18) years of age or older, of sound mind, and under no constraint or undue influence.

WITNESS

WITNESS

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STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Subscribed, sworn to, and acknowledged before me by JOHN A. O'BRIEN, JR., the testator, and subscribed and sworn to before me by Henry Simpson and Tear, witnesses, this the 19 day of June, 2008.

NOTARY PUBLIC
My Commission Expires: 1/15/09

This Instrument Prepared by:

John F. Lyle, III, Esq.
ADAMS AND REESE LLP
2100 3rd Avenue North, Suite 1100
Birmingham, Alabama 35203
(205) 250-5000

FILED IN OFFICE THIS THE
16th DAY OF July, 2008
FOR PROBATE AND RECORD.
Alan L. King
JUDGE OF PROBATE

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CERTIFICATE TO COPIES

PROBATE – 67

The State of Alabama

JEFFERSON COUNTY

PROBATE COURT

I, S.J. RHODES, PROVISIONAL, 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

PETITION FOR PROBATE OF WILL, LAST WILL AND TESTAMENT

in the matter of THE ESTATE OF JOHN A. O'BRIEN, JR., DECEASED

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

Given under my hand and seal of said Court, this

the 24TH day of OCTOBER, 20 08

SJ Rhodes

PROVISIONAL Chief Clerk