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STATE OF ALABAMA)
JEFFERSON COUNTY)

LAST WILL AND TESTAMENT

OF

EVELYN T. DUBE

I, EVELYN T. DUBE, of Jefferson County, Alabama, hereby make, publish and declare this instrument as and for my Last Will and Testament and hereby expressly revoke any and all Wills, Codicils and other testamentary dispositions heretofore made by me.

ITEM I

TANGIBLE PERSONAL PROPERTY

(a) I give and bequeath all my tangible personal property, in shares of substantially equal value, to my children who survive me; provided, however, that if either of my daughters shall not survive me, her share thereof shall pass to her then living descendnats, per stirpes.

(b) For purposes of paragraph (a) of this ITEM, my tangible personal property shall include any jewelry, clothing, automobiles, books, club memberships and stadium certificates, and all other articles of personal use, together with any insurance thereon, which I may own on the date of my death, but shall exclude all of the household furniture, furnishings, china, silverware and other articles of household use located in my home and all cash on hand or on deposit, stocks, bonds, notes, evidences of debt, other choses in action, intangibles and all other property held for investment.

(c) I hereby vest in my Executor full power and authority to determine what items of property are included in the foregoing description and subject to paragraph (a)

Filed in office this the
day of
for Probate and Record.

George H. Reynolds
Judge of Probate

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of this ITEM and, if necessary, to make such division of said items of property as to him, in his absolute discretion, may be desirable, having due regard for the personal preferences of such beneficiaries, and such division shall be conclusive and binding.

(d) I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in paragraph (b) of this ITEM which I wish certain persons to have and request (but do not require) that my wishes as set forth in the memorandum be observed.

(e) If any person entitled to a share of the property disposed of by this ITEM, or any particular paragraph thereof, shall be under the age of nineteen (19) years at the time set for distribution, I authorize the Executor, in its absolute discretion, and, in any case, without requiring bond, either to:

- (1) Retain for such person all or any part of such person's share of said property until such person attains the age of nineteen (19) years; or
- (2) Deliver all or any part of any such person's share of such property directly to such person, or to any person deemed suitable by my Executor for the benefit of such person; or
- (3) Sell all or any part of such person's share of such property, publicly or privately without the necessity of any order from any court, and add the net proceeds thereof to the principal of the trust hereinafter referred to or directed to be set apart for such person.

Upon making any payment or transfer hereunder, my Executor shall be discharged as to such payment or transfer without liability for the subsequent application thereof. Storage, insurance and other carrying charges incurred in retaining any such property for any person shall be paid out of funds held for the benefit of such person under this Will.

ITEM II

GENERAL BEQUESTS

(a) I give and bequeath to my sister, RHODA GIERER, if she shall survive me, the sum of Five Thousand and No/100 Dollars (\$5,000.00). If my sister shall not survive me, this bequest to her shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

(b) I give and bequeath to my daughter, ANNE--DUBE WARD, if she shall survive me, the lesser of (i) the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) or (ii) a sum sufficient to discharge any mortgage encumbrance, including accrued interest and other charges, which may be in existence on the home occupied by her at my death, provided, however, that the home is then owned by her or by her husband, or by both of them. I direct my Executor to apply such sum to the discharge of such mortgage encumbrance. If my daughter shall not survive me, this bequest to her shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

(c) I give and bequeath to my son, HENRY ARTHUR DUBE, if he shall survive me, any and all shares of the capital stock in Just for Kicks Soccer Shop, Inc., an Alabama corporation, which I shall own on the date of my death. If my son shall not survive me, this bequest to him shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ITEM III

ANNUITY

(a) If my mother, SHIRLEY LANE, shall survive me, I give and bequeath to her an annuity of Five Hundred and No/100 Dollars (\$500.00) per month for so long as she



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shall live, the first payment to be made on the first day of the sixth month succeeding the month in which I die. On the death of my mother all payments shall cease, and her estate shall have no claim or right to any sum (pro rata or otherwise) for the period from the last monthly payment to the date of her death.

(b) My Executor, in his discretion, shall satisfy the foregoing bequest in one of the following ways:

- (1) By purchasing from some reputable life insurance company a non-assignable annuity contract (without cash value or refund provisions and without any term certain) under which such company will agree to make the monthly payments hereinabove set out, and by delivering the said annuity contract to her in full satisfaction of this bequest; or
- (2) By delivering to my Trustee hereinafter named in cash or in kind, or partly in cash and partly in kind, such amount as my Executor, in his discretion, shall deem adequate to provide (out of income) for the payment of the aforesaid annuity so long as she shall live. My Trustee shall hold, manage, invest and reinvest the said trust fund, shall collect the income therefrom and shall pay or apply out of the net income (and out of the principal to the extent that the net income shall be insufficient) of said annuity to or to the use of her so long as she shall live. If in any year commencing with the date of my death, the net income of the trust fund shall exceed the amount required to pay the annuity, such excess income shall be added to principal. Upon the death of my mother, the entire balance remaining in the trust fund shall become a part of my residuary estate and such property shall follow the disposition of my residuary estate in all respects as to both income and principal. The delivery to my Trustee of the assets which my Executor, in his discretion, shall deem adequate for the establishment of the trust for my mother shall be a full discharge to my Executor with respect thereto.
- (3) Until an annuity contract has been purchased or a separate trust established as hereinabove provided, I direct my Executor to pay the annuity in monthly installments out of the net income and, to the extent necessary, out of the principal of my residuary estate.

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ITEM IV

DEVISES

(a) If my daughter, SUSAN ELAINE DUBE, shall survive me, I give and devise to her all of my right, title and interest in and to the real estate situated in Nassau County, New York and legally described as follows:

ALL that certain plot, piece or parcel of land with the improvements thereon erected, situate and being a part of a condominium in the Incorporated Village of North Hills, in the Town of North Hempstead, County of Nassau, State of New York, known and described as Unit No. 226, together with a .845% undivided interest in the common elements of the condominium hereinafter described as the same is defined in the Declaration of Condominium ("Declaration") hereinafter referred to.

The real property above described is a unit shown on the plans of a condominium prepared and certified by Liebman, Liebman & Associates P.C. and filed in the office of the Clerk of the County of Nassau on the 14th day of December, 1979, as Map No. CA-51, defined in the Declaration of Condominium entitled "The Estates at North Hills-I" made by Glick Developers of North Hills, Inc. under Article 9-B of the New York Real Property Law dated December 11, 1979, and recorded on the 14th day of December, 1979, in Liber 9238 of Conveyances at page 599 covering the property therein described. The land area of the property ("Property") is described as follows:

ALL that certain plot, piece or parcel of land, situate, lying and being in the Incorporated Village of North Hills, County of Nassau and State of New York, bounded and described as follows:

BEGINNING at a point on the westerly side of Searingtown Road, distant 3053.43 feet southerly from the corner formed by the intersection of the westerly side of Searingtown Road, with the southerly side of Harrow Lane; thence along said westerly side of Searingtown Road, the following 2 courses and distances: 1) southerly along the arc of a curve bearing to the right, having a radius of 1,960.00 feet, a distance of 283.99 feet; 2)

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South 9 degrees 31 minutes 38 seconds East 774.44 feet; thence along land now or formerly of LILCO, South 81 degrees 22 minutes 03 seconds West 1364.39 feet; thence South 51 degrees 59 minutes 01 seconds West 0.51 feet; thence along land now or formerly of Manhasset-Lakeville Water District, the following 3 courses and distances: 1) North 38 degrees 02 minutes 49 seconds West 234.62 feet; 2) westerly along the arc of a curve bearing to the left having a radius of 477.91 feet, a distance of 270.81 feet; 3) South 35 degrees 01 minutes 26 seconds West 129.23 feet; thence along land now or formerly of Grace, the following 5 courses and distances: 1) North 5 degrees 14 minutes 37 seconds West 66.11 feet; 2) North 4 degrees 46 minutes 39 seconds West 1043.24 feet; 3) North 4 degrees 48 minutes 18 seconds West 511.67 feet; 4) North 89 degrees 21 minutes 19 seconds East 99.66 feet; 5) North 18 degrees 33 minutes 17 seconds West 175.43 feet; thence North 79 degrees 44 minutes 00 seconds East 75.79 feet to land now or formerly the New York Province of the Society of Jesus; thence along said last mentioned land, the following 8 courses and distances: 1) South 18 degrees 33 minutes 17 seconds East 169.22 feet; 2) South 07 degrees 45 minutes 00 seconds East 418.99 feet; 3) South 22 degrees 00 minutes 00 seconds East 156.70 feet; 4) South 37 degrees 35 minutes 00 seconds East 40.00 feet; 5) South 83 degrees 36 minutes 00 seconds East 720.00 feet; 6) North 74 degrees 00 minutes 00 seconds East 584.77 feet; 7) North 16 degrees 00 minutes 00 seconds West 165.00 feet; 8) North 74 degrees 00 minutes 00 seconds East 180.00 feet to the westerly side of Searingtown Road, the point or place of BEGINNING.

If my daughter, SUSAN ELAINE DUBE, shall not survive me, this devise shall pass to her then living descendants, per stirpes, if any, or if none, to my son, HENRY ARTHUR DUBE, and my daughter, ANNE DUBE WARD, in equal shares, absolutely. If my son, HENRY ARTHUR DUBE, shall not survive me, then his share thereof shall pass to my daughter, ANNE DUBE WARD, if she shall survive me, or if she shall not survive me, to her then living descendants, per stirpes. If my daughter, ANNE DUBE WARD, shall not

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survive me, then her share thereof shall pass to her then living descendants, per stirpes, if any, or if none, to my son, HENRY ARTHUR DUBE.

(b) If my son, HENRY ARTHUR DUBE, shall survive me, I give and devise to him the real estate situated in Jefferson and St. Clair Counties, Alabama and legally described as follows:

(1) The real estate situated in Jefferson County, Alabama and legally described as follows:

Lot 8, Block 13, according to the Survey of Crestridge Addition to Mountain Brook Crest Estates, 7th Sector, as recorded in Map Book 70, Page 29, in the Probate Office of Jefferson County, Alabama.

(2) the real property situated in St. Clair County, Alabama and legally described as follows:

Lot # Two (2) in Block B, according to the map or plat of Sherwood Estates, being a part of Section 10, Township 18 South, Range 3 East, on the record in the Office of the Judge of Probate of St. Clair County, Alabama at Pell City in Plat Book 1962, Page 39.

If my son, HENRY ARTHUR DUBE, shall not survive me, these devises shall pass to my daughters, SUSAN ELAINE DUBE and ANNE DUBE WARD, in equal shares, absolutely. If either of my daughters shall not survive me, her share thereof shall pass to her then living descendants, per stirpes, if any, or if none, then the whole thereof shall pass to my other daughter, if living, or if not, to her then living descendants, per stirpes.

(c) If my daughter, ANNE DUBE WARD, shall survive me, I give and devise to her the real estate situated in Broward County, Florida and legally described as follows:

Condominium Unit No. 507, in the Clifton Condominium, according to and as more particularly described in the Declaration of Condominium thereof, recorded in Official Records Book 4467, Page 680 of the Public Records of Broward County, Florida; together with a .7286% interest in the common elements declared in said Declaration

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of Condominium to be an appurtenance to
said above described condominium unit.

If my daughter, ANNE DUBE WARD, shall not survive me, this
devise shall pass to her then living descendants, per
stirpes, if any, or if none, to my son, HENRY ARTHUR DUBE,
and my daughter, SUSAN ELAINE DUBE, in equal shares,
absolutely. If my son, HENRY ARTHUR DUBE, shall not
survive me, then his share thereof shall pass to my
daughter, SUSAN ELAINE DUBE, if she shall survive me, or
if she shall not survive me, to her then living descen-
dants, per stirpes. If my daughter, SUSAN ELAINE DUBE,
shall not survive me, then her share thereof shall pass to
her then living descendants, per stirpes, if any, or if
none, then to my son, HENRY ARTHUR DUBE.

ITEM V

RESIDUARY ESTATE

I give, bequeath and devise all the rest, residue and
remainder of my estate, of whatever kind and character and
wheresoever situated, including any property hereinbefore
mentioned but not effectually disposed of (all such
property being sometimes referred to in this Will as my
"residuary estate") to my Trustee hereinafter named, in
trust (herein referred to as the "Marital Trust"), to be
held, administered and distributed as hereinafter provided:

(a) During the lifetime of my husband, ALLEN E. DUBE,
the Trustee shall pay to him the entire net income from
the Marital Trust in convenient installments, but at least
annually, and if practicable, in monthly or quarterly
installments.

(b) If, at any time during such period, the net
income from the Marital Trust is insufficient, in the
opinion of the Trustee, for my husband's proper and
reasonable support and maintenance, including medical,
surgical, hospital or other institutional care, having in



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mind both the standard of living to which he has been accustomed and the income and principal that may be available to or for him from other sources, the Trustee may also appoint and pay to him such additional sum or sums out of the principal of the Marital Trust as the Trustee may deem necessary or desirable.

(c) The Trustee shall also pay to my husband so much of the principal of the Marital Trust as he may from time to time request in writing, not exceeding, however, in any calendar year the greater of Five Thousand Dollars (\$5,000.00) or five percent (5%) of the aggregate value of the principal of the Marital Trust on December 31 of such year; provided, however, that if request is not made during any calendar year, no payment of principal shall be made in any subsequent calendar year on account of the amount not so requested.

(d) During the lifetime of my husband, my husband shall have the power to compel the Trustee to make all or any part of the principal of the Marital Trust productive or income producing or to convert any unproductive or non-income producing property into productive or income producing property. Said power shall be exercised by a written instrument delivered to the Trustee, and the Trustee shall take any action required by the exercise of said power within a reasonable time.

(e) Upon the death of my husband, or upon my death, if my husband shall not survive me, the Marital Trust shall terminate. Effective as of the date of my husband's death, if he shall survive me, the Trustee shall transfer and pay over any accrued or unpaid income of the Marital Trust to the Executors of my husband's estate, and the Trustee shall then transfer and pay over the property then constituting the Marital Trust to any one or more of my

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then living descendants, in such shares, on such terms, outright or in trust, as my husband may, by his Last Will and Testament, appoint and direct, making specific reference to this power of appointment. The Trustee shall then transfer and pay over any unappointed portion of the property then constituting the Marital Trust as follows:

- (1) One-third (1/3) of the unappointed portion of the property then constituting the Marital Trust shall be transferred and paid over to my son, HENRY ARTHUR DUBE, absolutely, or if he shall not then be living, to my daughters, SUSAN ELAINE DUBE and ANNE DUBE WARD, in equal shares, absolutely. If either of my daughters shall not then be living, then her share thereof shall pass to her then living descendants, per stirpes, if any, or if none, then the whole thereof shall pass to my other daughter, if living, or if not, to her then living descendants, per stirpes.
- (2) One-third (1/3) of the unappointed portion of the property then constituting the Marital Trust shall be transferred and paid over to my daughter, SUSAN ELAINE DUBE, absolutely, or if she shall not then be living, to her then living descendants, per stirpes, if any, or if none, to my son, HENRY ARTHUR DUBE, and my daughter, ANNE DUBE WARD, in equal shares, absolutely. If my son, HENRY ARTHUR DUBE, shall not then be living, his share thereof shall pass to my daughter, ANNE DUBE WARD, absolutely, or if she shall not then be living, to her then living descendants, per stirpes. If my daughter, ANNE DUBE WARD, shall not then be living, then her share thereof shall pass to her then living descendants, per stirpes, if any, or if none, then to my son, HENRY ARTHUR DUBE.
- (3) One-third (1/3) of the unappointed portion of the property then constituting the Marital Trust shall be transferred and paid over to my daughter, ANNE DUBE WARD, absolutely, or if she shall not then be living, to her then living descendants, per stirpes, if any, or if none, to my son, HENRY ARTHUR DUBE, and my daughter, SUSAN ELAINE DUBE, in equal shares. If my son, HENRY ARTHUR DUBE, shall not then be living, his share thereof shall pass to my daughter, SUSAN ELAINE DUBE, absolutely, or if she shall not then be living, to her then living descendants, per stirpes. If my daughter, SUSAN ELAINE DUBE, shall not then be living, her share thereof shall pass to her then living descendants, per stirpes, if any, or if none, then to my son, HENRY ARTHUR DUBE.

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- (4) Notwithstanding the foregoing, the bequests and devises that I have made to each of my children under ITEMS II and IV hereof shall be taken into account in determining the amounts each of them shall receive under this ITEM V and I direct that all of such bequests and devises shall be considered as satisfaction and the amount of such bequests and devises received by each shall be charged without interest against the respective recipients hereof and deducted from the bequests herein given to such beneficiaries respectively.

ITEM VI

MARITAL DEDUCTION INTENTION
EXECUTORS' AUTHORIZATION

(a) It is my intention that the property constituting my residuary estate and held and distributed pursuant to ITEM V hereof shall constitute "qualified terminable interest property" as defined in Section 2056(b)(7)(B) of the Internal Revenue Code of 1986, as amended, as to which the marital deduction provided by the Internal Revenue Code will be allowed if my Executor so elects.

(b) My Executor shall be authorized, in his sole, exclusive and unrestricted discretion, to determine whether to elect under said Section or any corresponding provision of state law to qualify all or a specific portion of the property for the federal estate tax marital deduction and any marital deduction available under the law of the state in which I am domiciled at the time of my death. I suggest, but do not direct, that in exercising such discretion, my Executor should also consider the effect of his election upon the federal and state death taxes which will be payable by my said husband's estate at his death, particularly if he dies before its election must be made. The decision of my Executor with respect to the exercise of the election shall be final and conclusive upon all persons whose interests in my estate are directly or indirectly affected by the election.

ITEM VII

PAYMENT OF ESTATE TAXES

All estate, inheritance and other death taxes which may be assessed or imposed with respect to my estate, or any part thereof, wherever situated, whether or not passing under my Will, including the taxable value of all policies of insurance on my life of which I am owner, and of all transfers, powers, rights or interests in my estate for the purposes of estate taxes, shall be paid out of my residuary estate, and such payment shall be made without apportionment.

ITEM VIII

NON-EXERCISE OF POWER OF APPOINTMENT

I declare that I do not intend by this Will to exercise any power of appointment that I may have.

ITEM IX

TRUST FOR BENEFICIARY UNDER TWENTY-ONE

Except as otherwise provided in ITEM I of this Will, if any share of my estate or of any trust created hereunder becomes distributable to any beneficiary who is under the age of twenty-one (21) years and for whom no other share is then being held in trust, then though his or her share shall be vested in such beneficiary, the Trustee shall hold the same in trust with all of the powers and authority given him with respect to other trust property held hereunder, until he or she shall attain the age of twenty-one (21) years, using and applying for such beneficiary's support, education and welfare such part of the income and principal of such share as the Trustee deems necessary or desirable for said purposes, accumulating and adding to principal any income not so used, and when said beneficiary attains the age of twenty-one (21) years, the Trustee shall pay over the principal, together



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with any accumulated and undistributed income to such beneficiary; and if such beneficiary shall die before attaining the age of twenty-one (21) years, the principal, together with any accumulated and undistributed income, shall be paid over to the estate of such beneficiary.

ITEM X

APPOINTMENT OF EXECUTORS AND TRUSTEES

(a) I hereby nominate and appoint my husband, ALLEN E. DUBE, as Executor of this my Last Will and Testament and as Trustee of any trust which may become operative hereunder. In the event ALLEN E. DUBE shall fail to qualify, die, resign, become incompetent or otherwise fail or cease to serve as Executor or Trustee, then and in any of such events, I hereby nominate and appoint FIRST ALABAMA BANK OF BIRMINGHAM, Birmingham, Alabama (or such corporation having trust powers as shall succeed said Bank by purchase, merger, consolidation or change of charter or name) as the successor Executor or Trustee hereunder.

(b) The Executors and Trustees named herein or appointed hereunder shall not be required to give bond or to file an inventory or accounting in any court or render any report in court upon final settlement of their acts as Executors or Trustees, although they shall make out and keep an inventory and maintain records of all transactions relating hereto and shall exhibit the same to any party in interest at any reasonable time.

(c) ALLEN E. DUBE shall serve as Executor or Trustee without compensation, except that he shall be entitled to reasonable compensation for extraordinary services. FIRST ALABAMA BANK OF BIRMINGHAM, Birmingham, Alabama (or its successor) shall be entitled to the fees provided for in its compensation schedule in effect at the time the service is rendered.

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(d) During the administration of my estate, I hereby authorize and empower my Executors to exercise all powers conferred upon my Trustees in ITEM XI of this Will, regardless of whether or not any trust authorized by this Will shall become effective.

ITEM XI

TRUSTEE POWERS

(a) Without limitation of the powers conferred by statute or general rules of law, my Trustee shall have the following powers and authorities in addition to others now or hereafter conferred by law with respect to any property contained in my estate:

(1) To allot to any trust created hereunder an undivided interest in any property transferred hereunder; to make joint investments for such trusts; to make any division or distribution in kind or partly in kind and partly in money; and to determine the value of any property so allotted, divided or distributed;

(2) To hold and continue to hold as an investment the property received hereunder, and any additional property which may be received by the Trustee so long as the Trustee deems proper, and to invest and reinvest in any securities or property, whether or not income-producing, deemed by the Trustee to be for the best interest of the trust and the beneficiaries hereunder, without being limited to trusts or chancery investments or so-called "legal investments" provided by law, and notwithstanding that the same may constitute leaseholds, royalty interest, patents, interests in mines, oil or gas wells, or timber lands or other wasting assets, and without any responsibility for any depreciation or loss by or on account of such investments, and without regard for normal requirements of diversification; provided, however, that no new investments shall be made in security of any corporate Trustee, its holding company, affiliate or successor except upon the exercise of rights given to stockholders thereof;

(3) To rent or lease any property of the trust for such time (including any lease for a period extending beyond the term of the trust) not exceeding ninety-nine (99) years, and upon such terms and for such rental or price as in the Trustee's discretion and judgment may seem just and proper and for the best interest of the trust and the beneficiaries hereunder;

(4) To sell, transfer, assign and convey any of the property of the trust or any interest

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therein, or to exchange the same for other property, in a public or private sale or transaction, for such price or prices and upon such terms and conditions as in the Trustee's discretion and judgment may be deemed for the best interest of the trust and the beneficiaries hereunder, and to execute and deliver any deeds or conveyances (with or without warranty), receipts, releases, contracts, or other instruments necessary in connection therewith;

(5) To subdivide and develop real estate; to partition, vacate, and abandon real estate; to adjust the boundaries of any real estate; to grant easements, servitudes, rights-of-way, licenses and other interests in real estate; to dedicate real estate for any purpose in connection with the development of any real estate; and to change the use of any real estate to residential, recreational, commercial, cemetery or other usage;

(6) To make all repairs and improvements at any time deemed necessary and proper to and upon real estate, and to build, construct and complete any building or buildings upon such property which in the Trustee's discretion and judgment may be deemed advisable and proper and for the best interests of the trust and the beneficiaries hereunder, and to determine the extent to which the cost of such repairs and improvements shall be apportioned as between principal and income; to demolish and remove any buildings or other improvements on any real estate.

(7) To deduct, retain, expend, and pay out of any money belonging to the trust any and all necessary and proper expenses in connection with the operation and conduct of the trust, and to pay all taxes, insurance premiums, and other legal assessments, debts, claims, or charges which at any time may be due and owing by, or which may exist against, the trust;

(8) To vote upon all securities belonging to the trust, and to become a party to any stockholders' agreements deemed advisable by the Trustee in connection with such securities; provided, however, that in voting any stock or security of a corporate Trustee, its holding company, affiliate or successor, such corporate Trustee shall vote said stock or security as the individual Trustee may direct, or if there is no individual Trustee then serving, as a majority in interest of the then income beneficiaries may direct;

(9) To consent to the reorganization, consolidation, merger, liquidation, readjustment of, or other change in any corporation, company or association, or to the sale, mortgage, or lease of the property thereof or any part thereof, any of the securities or other property of which may at the time be held by the Trustee hereunder, and to do any act or exercise any power with reference thereto that may be legally exercised by any

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persons owning similar property in the Trustee's own right, including the exercise of conversion, subscription, purchase, or other options, the deposit, surrender or exchange of securities, the entrance into voting trusts, and the making of agreements or subscriptions which the Trustee may deem necessary or advisable in connection therewith, all without applying to any court for permission so to do, and to hold and redeem or sell or otherwise dispose of any securities or other property which the Trustee may so acquire;

(10) To vote any corporate securities held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting; provided, however, that in voting any stock or security of a corporate Trustee, its holding company, affiliate or successor, such corporate Trustee shall vote said stock or security as the individual Trustee may direct, or if there is no individual Trustee then serving, as a majority in interest of the then income beneficiaries may direct;

(11) To engage in business with the property of the trust as sole proprietor, or as a general or limited partner, with all the powers customarily exercised by an individual so engaged in business, and to hold an undivided interest in any property as tenant in common or as tenant in partnership;

(12) To continue any business (whether in the form of a sole proprietorship, partnership, corporation or otherwise) for such time and under such management and conditions as in the discretion of the Trustee may be expedient; to contribute capital to such business; to expand or alter such business; to incorporate, reorganize, merge, or consolidate such business; to amend the charter or name of such business; to appoint directors and employ officers, managers, employees or agents (including any directors, officers or employees of any corporate trustee of the trust); to compensate and offer stock options and other employee or fringe benefits to the employees of such business (including the establishment or operation of employee retirement plans, profit-sharing plans, pension plans and employee stock ownership plans); and to liquidate or dissolve any such business at such time and upon such terms and conditions as in the judgment of the Trustee is for the best interest of the trust and the beneficiaries hereunder;

(13) To cause any security or other property which may at any time constitute a portion of any of the trusts to be issued, held or registered in the Trustee's individual name or in the name of a nominee or in such form that title will pass by delivery;

(14) To appoint, employ, remove and compensate such accountants, attorneys, agents, investment advisors, investment managers, investment

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counselors, financial consultants, and representatives, individual or corporate, as the Trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid;

(15) To act hereunder through an agent or attorney-in-fact (including, without limitation, a bank or the trust department of a bank as an agent or custodian for the Trustee), by and under power of attorney or other instrument duly executed by the Trustee, in carrying out any of the powers and duties herein authorized;

(16) To borrow money for any purposes of the trust, or incidental to the administration thereof upon the Trustee's bond or promissory note as Trustee, and to secure the repayment thereof by mortgaging, creating a security interest in, or pledging or otherwise encumbering any part or all of the property of the trust, and, with respect to the purchase of any property, as part of the consideration given therefor, to assume a liability of the transferor or to acquire such property subject to a liability;

(17) To lend money to any person or persons upon such terms and in such manner and with such security as the Trustee may deem advisable for the best interest of the trust and beneficiaries hereunder;

(18) To institute and defend any and all suits or legal proceedings relating to the trust in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which the trust may be involved, as in the judgment of the Trustee may be necessary or proper; to compromise, settle, arbitrate or defend any claim or demand in favor of or against the trust; to enforce any bonds, mortgages, security agreements, or other obligations or liens held hereunder; and to enter upon such contracts and agreements and to make such compromises or settlements of debts, claims, or controversies as the Trustee may deem necessary or advisable;

(19) To foreclose mortgages and to bid in any property under foreclosure or to acquire mortgaged property in any other manner and for such consideration as the Trustee may determine;

(20) To acquire as an asset of the trust (other than the Marital Trust) a life insurance policy on the life of any person to whom the income of the trust is payable, or on the life of any person in whom such income beneficiary has an insurable interest, from such companies and in such amounts as the Trustee may deem advisable; to pay premiums on all such insurance policies, from income or principal, or both, as the Trustee may determine; and all such insurance shall be payable to, and all incidents of ownership vested in, the Trustee;



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(21) To engage in ranching and farming, including the purchasing, leasing, operating, encumbering, selling, producing, and generally dealing in and with farms, ranches, timber, timber lands, water rights, machinery and equipment, livestock, wool, fiber, fertilizer, seed, crops and products of every kind;

(22) To drill, mine and otherwise operate for the development of gas, oil and other minerals, to enter into contracts relating to the installation and operation of absorption and repressuring plants; to place and maintain pipe lines, telephone and telegraph lines, and to execute oil, gas and mineral leases, division and transfer orders, grants and other instruments of every kind and character containing such provisions as the Trustee considers appropriate with full power to lease or sell any asset;

(23) To allocate all deductions for depletion under Federal and State income tax statutes, in each tax year, among a group consisting of the Trustee and those persons to whom trust income may in such tax years have been distributed, in such shares and proportions as the Trustee may determine, to the extent permissible under the applicable statute. In the absence of a valid allocation so made, all such deductions for any tax year shall be divided among the members of such group in proportion to the amounts distributed to or retained by each during such tax year; and the Trustee shall not be required to maintain any reserve for depletion despite any statute or rule of law to the contrary, but the Trustee may do so at the Trustee's discretion;

(24) To open and maintain one or more bank, custodian or other accounts in any bank or trust company (including a corporate Trustee hereunder), and to deposit to the credit of such account or accounts all of the funds belonging to the trust which may at the time be in the possession of the Trustee; from time to time to withdraw a portion or all of said funds so deposited by check signed by the Trustee, and any such bank or trust company is hereby authorized to pay such checks, and also to receive the same for deposit, to the credit of any holder thereof who so signed or endorsed; to delegate to any one or more of the Trustee's proper agents the right to sign checks against the aforementioned account or accounts for the purposes of the trust, and any bank or trust company in which said account or accounts are maintained is hereby authorized and directed to pay such checks, provided, however, that prior thereto such delegation is evidenced by an appropriate instrument in writing deposited with the said bank or trust company by the Trustee;

(25) To do all other acts which in the Trustee's judgment are necessary or desirable, for the proper and advantageous management, investment and distribution of any of the trusts;

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(26) In any contract or agreement made by the Trustee on behalf of any trust created herein, the Trustee may, and is hereby authorized, to stipulate and provide against personal liability and all rights created under and by virtue of such contracts or agreements shall belong to the trust for which the same is made and the obligations thereunder shall be the obligations of such trust;

(27) To make, execute and deliver deeds, leases, mortgages, conveyances, options, receipts, releases, satisfactions and other quitclaims or disclaimers of liability, contracts, voting trusts, stock purchase agreements, buy-sell agreements, stock redemption agreements, or other instruments, sealed or unsealed, to any person or corporation with respect to the property of any of the trusts, or with reference to any matter involved in the administration thereof, or for the accomplishment of any of the powers vested in the Trustee, all of the foregoing upon such terms, provisions and conditions existing within or beyond the duration of any trust created hereunder, as to the Trustee shall deem reasonable; to create reserves for depreciation, depletion or such other purposes to the extent the Trustee deems necessary or desirable;

(28) To incur and pay the ordinary and necessary expenses of administration, including (but not by way of limitation) reasonable attorneys' fees, accountants' fees, investment counsel fees, agents' fees, custodian fees and the like;

(29) Except as otherwise expressly provided in this instrument, to determine as the Trustee may deem just and equitable the manner of ascertainment of income and principal and the apportionment between income and principal of all receipts and disbursements;

(30) To invest all or any part of any of the trust estate in any common trust fund at any time maintained by any bank or trust company (including a corporate Trustee hereunder);

(31) To transfer the situs of any trust estate to such other place as in the Trustee's opinion shall be for the best interests of the trust estate and of the several beneficiaries hereunder;

(32) To advance money to any trust for any purpose of the trust, and the Trustee shall reimburse the Trustee for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto; and

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

(b) All references in this ITEM to any property contained in my estate or in any trust created hereunder



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shall be deemed to include specifically, without limitation, stock or other securities of any corporate Trustee, its holding company, affiliate or successor, and, except as otherwise provided herein, the Executor and Trustee are authorized to deal with such stock or securities in the same manner as provided with respect to any other property contained in my estate or any trust.

(c) No person or corporation dealing with the Trustee shall be required to inquire into the terms of this instrument or any trust hereunder, nor shall any purchaser therefrom be required to see to the application of the purchase money.

(d) A majority in interest of the adult and otherwise legally competent beneficiaries then entitled to receive income of any trust established hereunder, or if there shall be no such beneficiaries, then a majority of the guardians or conservators of such beneficiaries of any such share, may, without liability to any present or future beneficiary of any such trust, approve the annual or other current account of the Trustee hereunder.

(e) The powers herein granted to the Trustee may be exercised in whole or in part, from time to time, and shall be deemed to be supplementary to and not exclusive of the general powers of trustees pursuant to law, and shall include all powers necessary to carry the same into effect.

ITEM XII

SUCCESSOR TRUSTEE - REMOVAL OF TRUSTEE

(a) ALLEN E. DUBE shall have the right at any time during his lifetime to remove any corporate Trustee serving hereunder and to appoint a successor Trustee.

(b) After the death of ALLEN E. DUBE, any corporate Trustee may be removed and a successor Trustee appointed

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with respect to any separate trust share hereunder by the primary beneficiary of such trust if he or she has attained the age of majority under the laws of the State of Alabama or by the guardian or guardians of all minor beneficiaries of such trust.

(c) Any successor Trustee appointed under the provisions of this ITEM must be a bank or trust company qualified to act as such in any state with a net capital and surplus of not less than Ten Million Dollars (\$10,000,000) in the aggregate and must be authorized to accept and administer trusts.

(d) Such right of removal and appointment of a successor corporate Trustee shall be exercised by written instrument signed and acknowledged by the person or persons having such power as provided above and delivered to the corporate Trustee being removed and to the appointed successor corporate Trustee.

ITEM XIII

RESIGNATION OF TRUSTEE

(a) Any Trustee may resign upon sixty (60) days' written notice to all of the then beneficiaries.

(b) If any Trustee shall resign or otherwise cease to serve hereunder and no successor Trustee shall have been named in this Will to serve in such Trustee's place, a successor Trustee shall be appointed with respect to any separate trust share hereunder by the primary beneficiary of such trust if he or she has attained the age of majority under the laws of the State of Alabama, or by the guardian or guardians of all minor beneficiaries of such trust.

(c) Any successor Trustee appointed under the provisions of this ITEM must be a bank or trust company qualified to act as such in any state with a net capital

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and surplus of not less than Ten Million Dollars (\$10,000,000.00) in the aggregate and must be authorized to accept and administer trusts.

(d) Such right of appointment of a successor Trustee shall be exercised by written instrument signed and acknowledged by the person or persons having such power as provided above and delivered to the Trustee which has resigned and to the appointed successor Trustee.

(e) In the event a successor Trustee is not appointed as provided hereinabove within ninety (90) days after receipt of notice of such resignation by the person entitled to make such appointment of a successor Trustee, then the Trustee wishing to resign may petition a court of competent jurisdiction for the appointment of a successor Trustee and the judicial settlement of its account.

ITEM XIV

STATUS OF SUCCESSOR FIDUCIARY

(a) Any successor fiduciary shall be vested with all the duties, rights, titles, powers (whether discretionary or otherwise) and exemptions as if originally named as Trustee or Executor.

(b) No successor fiduciary shall be liable or responsible in any way for the actions or defaults of any predecessor fiduciary, nor have any loss or expense from or occasioned by anything done or neglected to be done by any predecessor fiduciary, but such successor fiduciary shall be liable only for its own actions and defaults in respect to property actually received as such fiduciary.

(c) Any successor fiduciary appointed hereunder may accept the account rendered and the assets and property delivered to it by the predecessor fiduciary as a full and complete discharge of the predecessor fiduciary, and shall incur no liability or responsibility to any beneficiary by

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reason of so doing, all without the necessity of any court proceedings or judicial supervision or approval, regardless of any beneficial vested or contingent interests of any minors, incompetent beneficiaries, or unborn beneficiaries. Any superseded fiduciary shall, at the cost and expense of the trust or estate, execute and deliver all conveyances and assignments, and do or cause to be done any and all acts and things as may be necessary to vest effectually in the remaining fiduciary, if any, and the successor fiduciary all of the rights, titles and interests of the superseded fiduciary hereunder, and to confirm to such successor fiduciary the authority to act as such. Such action shall be taken by the superseded fiduciary within ninety (90) days after the receipt of the notice of such removal or the giving of notice of resignation.

ITEM XV

MISCELLANEOUS TAX PROVISIONS

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

(b) Furthermore, my Executor is hereby authorized, to the extent permitted by law, to deduct administration expenses and commissions whether against the gross estate in computing the estate tax or against estate income in computing estate income tax, as my Executor, in his sole discretion, shall elect, and my Executor shall not be required to make any adjustment on account thereof in setting up any of the trusts herein provided for.

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ITEM XVI

SIMULTANEOUS DEATH

If my husband and I should die simultaneously or in circumstances which make it difficult to determine which of us died first, I direct that my husband shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption. If any other legatee or devisee under this Will and I should die simultaneously or in circumstances which make it difficult to determine which of us died first, I direct that such devisee or legatee shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption.

ITEM XVII

OPERATIONAL DATE OF TRUST

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

ITEM XIII

SPENDTHRIFT PROVISION

To the extent permitted by law, the interest of any beneficiary in principal or income of any trust under this Will (other than the Marital Trust) shall not be subject to assignment, alienation, pledge, attachment, or to the claims of creditors of such beneficiary.

ITEM XIX

PERPETUITIES - TERMINATION

Each trust under this Will shall in any event terminate twenty-one (21) years after the death of the last survivor of such of the beneficiaries thereunder as shall be living at the time of my death, and thereupon the property held in that trust shall be distributed, discharged of trust, to the persons then entitled to the income and in the proportions to which they are entitled to the income.

ITEM XX

MERGER OF TRUSTS

If there shall be in existence at the date of my death a trust which has been established under the Last Will and Testament of my husband, ALLEN E. DUBE, and if such trust shall contain the same administrative and dispositive provisions, have the same trustee and exist for the benefit of the same beneficiaries as any trust established under this Will, then, in the sole discretion of the Trustee, such trusts may be merged for purposes of investment; provided, however, that a separate account shall be maintained for each trust.

ITEM XXI

MISCELLANEOUS

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

(a) If any beneficiary of my estate or of any trust created hereunder shall be a minor, or under any legal disability, or, in the sole judgment of the Trustees or Executors, shall otherwise be unable to apply the proceeds of his or her trust or share of my estate to his or her own best interests and advantage, the Trustees or Executors may, in their sole discretion, pay or apply income or

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principal which the Trustees or Executors are authorized or directed to pay to or for the benefit of such beneficiary in any one or more of the following ways:

- (1) directly to such beneficiary;
- (2) to the legal guardian, conservator, or custodian of such beneficiary for the use and benefit of such beneficiary;
- (3) to a relative of such beneficiary to be expended by such relative for the benefit of such beneficiary; or
- (4) by the Trustees or Executors expending any such income or principal for the benefit of such beneficiary.

(b) Any trust created hereunder may, but need not be, terminated in the sole discretion of the Trustees when the income of such trust shall become too low to cover all fees and expenses of administration and also to yield a reasonable return to the beneficiaries. In such event, the Trustees shall distribute the assets thereof in their possession to the then current beneficiary or beneficiaries of the income and if more than one beneficiary is so entitled, in the proportions in which they are beneficiaries. If any such beneficiary shall be a minor at the date of such distribution, then his or her share of such trust shall be paid to a parent or relative of such beneficiary as custodian under the Alabama Uniform Transfers to Minors Act.

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

(d) Throughout this Will, the masculine gender shall be deemed to include the feminine and the singular the

plural, and vice-versa, whenever the context admits such construction.

(e) In this Will, references to "child" or "children" mean lawful blood descendants in the first degree of the parent designated, and references to "descendants" mean lawful blood descendants in the first, second or any other degree of the ancestor designated, provided always, however, that an adopted child, whether of myself, my descendants or any other person, shall, for all purposes under this Will, whether for the determination of relationships or otherwise, be considered to have and shall be given exactly the same status as natural born children. At the date of this Will, I have the following children: SUSAN ELAINE DUBE, born September 22, 1946; HENRY ARTHUR DUBE, born July 27, 1948; and ANNE DUBE WARD, born March 14, 1954.

(f) All headings and captions contained in this Will have been included for convenience of reference only, shall not be construed as part of this Will and shall in no way be construed as defining, limiting or affecting the scope or intent of the provisions of this Will.

I, EVELYN T. DUBE, the testator, sign my name to this instrument this 18 day of December, 1987, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, that I execute it as my free and voluntary act for the purposes herein expressed, and that I am nineteen (19) years of age or older, of sound mind, and under no constraint or undue influence.

Evelyn T. Dube (SEAL)
EVELYN T. DUBE

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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 her Last Will and Testament and that she signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this Will as witness to the testator signing, and that to the best of our knowledge, the testator is nineteen (19) years of age or older, of sound mind, and under no constraint or undue influence.

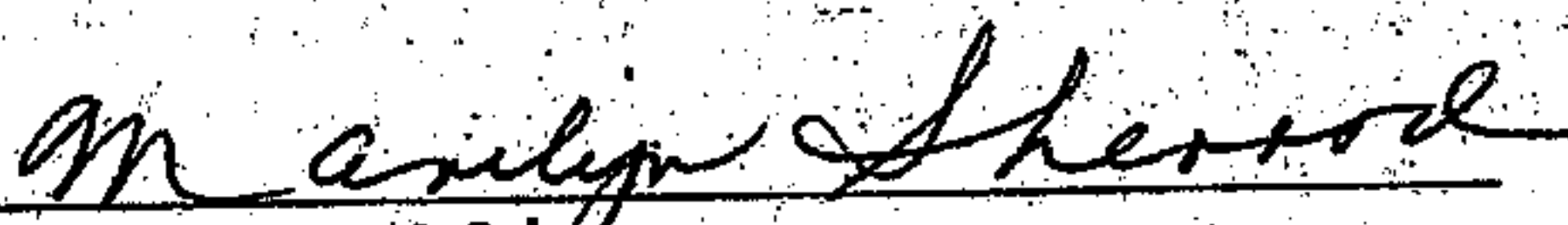

425 First Alabama Bank Building
Birmingham, Alabama 35203


425 First Alabama Bank Building
Birmingham, Alabama 35203

STATE OF ALABAMA)

JEFFERSON COUNTY)

Subscribed, sworn to and acknowledged before me by
EVELYN T. DUBE, the testator, and subscribed and sworn to
before me by the above-named witnesses, this 18
day of December, 1987.


Notary Public

MY COM. EXPIRES MAY 4, 1990

My Commission Expires: _____

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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 has _____ 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 Evelyn T. Dube _____ Deceased and that said Will _____

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together with the proof thereof have been recorded in my office in Judicial Record, Volume 2124 , Page 535-563 .

In witness of all which I have hereto set my hand, and the seal of the said Court, this date July 11, 1990 .

PROBATE — 98

George R. Reynolds

, Judge of Probate.



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State of Alabama
Jefferson County

I, the Undersigned, as Judge of Probate Court in and for Jefferson County, Alabama, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office. Given under my hand and official seal, this the 1st day of September, 2009.

Alan L. King

JUDGE OF PROBATE