

STATE OF ALABAMA)

JEFFERSON COUNTY)


20100423000123420 1/3 \$15.00
Shelby Cnty Judge of Probate, AL
04/23/2010 10:19:45 AM FILED/CERT

**JANE M. KEY TRUST
REDESIGNATION OF TRUSTEE**

This Redesignation of Trustee (the "Redesignation") is effective on this the 12th day of Feb, 2010.

RECITALS

1. Jane M. Key died a resident of Shelby County Alabama on September 8, 2008.
2. The administration of her estate is pending in the Shelby County Probate Court, Case No. PR-2008-000768.
3. Bruce Key, the husband of the decedent, predeceased her. Jane M. Key was survived by two adult, competent children, Bruce M. Key and Nancy Key Lindsay.
4. The Last Will and Testament of Jane M. Key, as probated in the Shelby County Probate Court (the "Last Will and Testament"), provides inter alia for two so-called generation skipping trusts (the "GST Exempt Trust B"), one for the benefit of Bruce M. Key and his descendants and the other for the benefit of Nancy Key Lindsay and her descendants.
5. Item XVI of the Last Will and Testament captioned "Trustee" provides that "(b) Notwithstanding any provision herein to the contrary, Bruce M. Key and Nancy Key Lindsay shall serve and act as the sole trustee of any trust established hereunder for his or her respective benefit and the benefit of his or her lineal descendants."
6. The Last Will and Testament further provides in Item XVII captioned "Removal or Redesignation of Trustee" that "(b) In the event of the incapacity or death of my husband . . . each of my children shall be the Redesignator with respect to his or her own share of GST Exempt Trust (B)." Further, Item XVII provides that "in the event my said Redesignator should redesignate any Trustee who has not at said time commenced serving as trustee, then such Redesignation shall be by a writing, signed by my said Redesignator, properly notarized and filed in the Probate Court in which my Will was probated."
7. Item XVI (b) of the Last Will and Testament provides in addition to the above language that "In the event of the death, incapacity, inability or unwillingness to serve as trustee hereunder of either Bruce M. Key or Nancy Key Lindsay, either prior to or during the continuance of any said trust, then I direct that the other or the survivor of them shall serve and act as trustee



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of said trust." The parties are desirous of changing this trustee scheme and, therefore, are in agreement with the redesignation of successor trustees in the case of each GST Exempt Trust B, as follows:

AGREEMENT

1. Bruce M. Key agrees to renounce and not serve as successor trustee for the GST Exempt Trust B for the benefit of Nancy Key Lindsay or descendants.
2. Bruce M. Key hereby redesignates as successor trustee for the trust for his benefit or that of his descendants, his wife, Judith J. Key. In the event that she fails or ceases to serve for any reason, Bruce M. Key redesignates as successor trustee his daughter, Ellen Meredith Key.
3. Nancy Key Lindsay agrees to renounce and not serve as successor trustee for any GST Exempt Trust B for the benefit of Bruce M. Key or his descendants.
4. Nancy Key Lindsay, as trustee, hereby redesignates as successor trustee for the trust for her benefit or that of her descendants, her husband, Jim Lindsay. In the event that he fails or ceases to serve for any reason, then Nancy Key Lindsay appoints as his successor, her daughter, Stephanie Jane Lindsay.
5. The parties intend that this document shall serve as the Redesignation Agreement as that term is used under the Last Will and Testament as set forth herein.

IN WITNESS WHEREOF, this document is executed on the date first set forth above.



BRUCE M. KEY



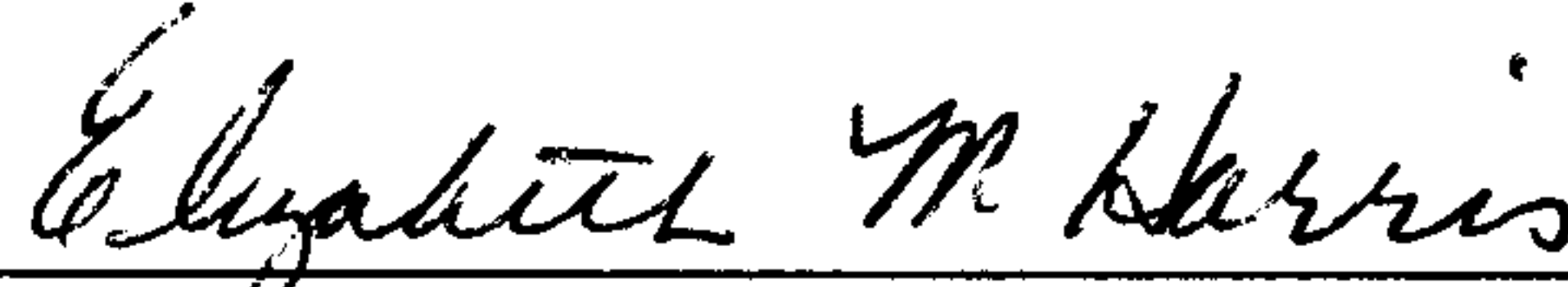
NANCY KEY LINDSAY

STATE OF ALABAMA)
JEFFERSON COUNTY)


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I, the undersigned authority in and for said county in said state hereby certify that **BRUCE M. KEY**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he executed the same voluntarily as of the date first above written.

Given under my hand and seal this 12 day of Feb, 2010.



Notary Public

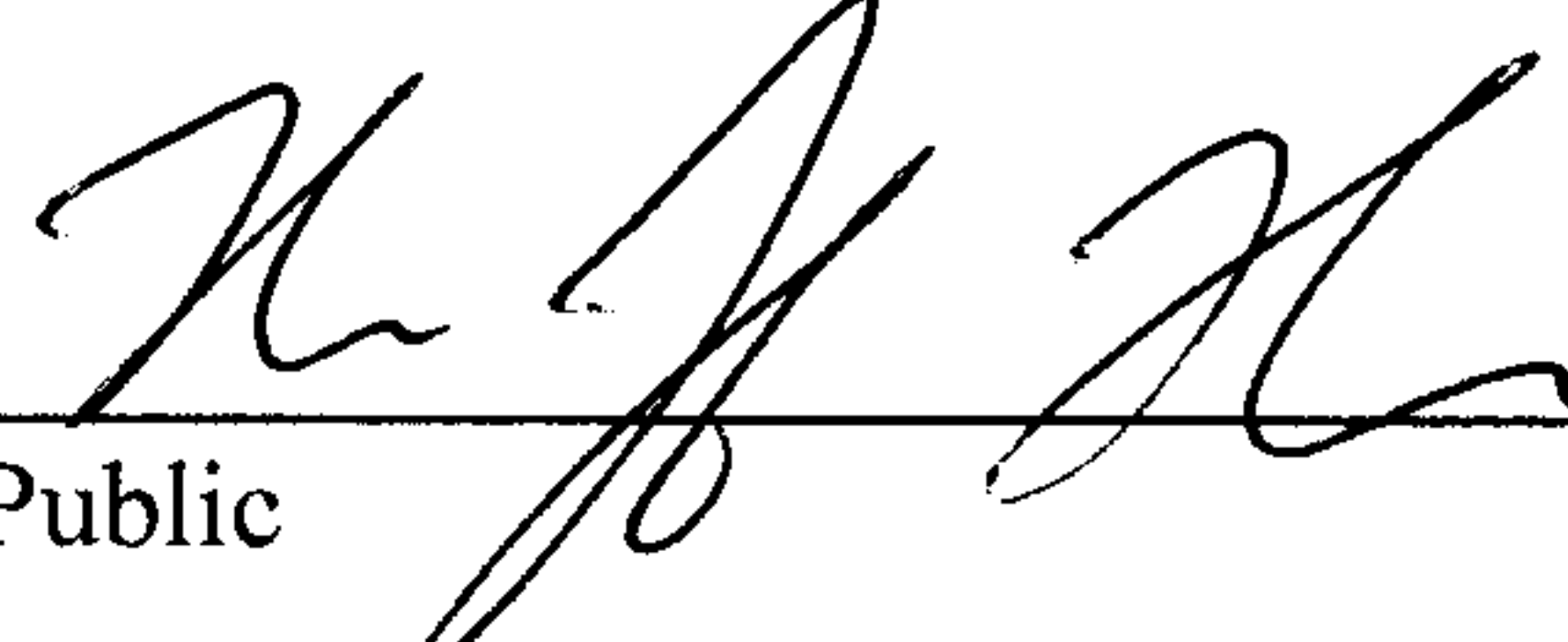
[SEAL]

My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: Oct 8, 2013
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)
Shelby Jefferson COUNTY)

I, the undersigned authority in and for said county in said state hereby certify that **NANCY KEY LINDSAY**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, she executed the same voluntarily as of the date first above written.

Given under my hand and seal this 12th day of April, 2010.



Notary Public

[SEAL]

My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: May 7, 2011
BONDED THRU NOTARY PUBLIC UNDERWRITERS