

THIS INSTRUMENT PREPARED BY:

R. Link Loegler
Leitman, Siegal, Payne & Campbell, P.C.
420 North 20th Street, Suite 2000
Birmingham, Alabama 35203

AFTER RECORDING RETURN TO

LAND TITLE COMPANY
600 20TH STREET N. ST. 100
BIRMINGHAM, AL. 35203
9334F-13

SEND TAX BILL TO:

3150 PROPERTIES, LLC
P.O. Box 846
BIRMINGHAM, AL. 35201-0846

STATUTORY WARRANTY DEED

(Estate 2013)

STATE OF ALABAMA)

SHELBY COUNTY)

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00), in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ESTATE OF ALFRED J. COHN, deceased (Jefferson County Probate Court, Case No. 203502) ("Grantor"), has bargained and sold and by these presents does hereby grant, bargain, sell and convey unto 3150 PROPERTIES, LLC, an Alabama limited liability company ("Grantee"), that certain tract or parcel of land in Shelby County, State of Alabama, described on EXHIBIT "A", which is attached hereto and incorporated herein by reference. Such property is herein referred to as the "Property."

This conveyance of the Property and the covenants and warranties contained herein are made expressly subject to the matters set forth on EXHIBIT "B" which is attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD to said Grantee, its successors and assigns forever, together with all and singular the hereditaments and appurtenances thereunto belonging or in any way appertaining.

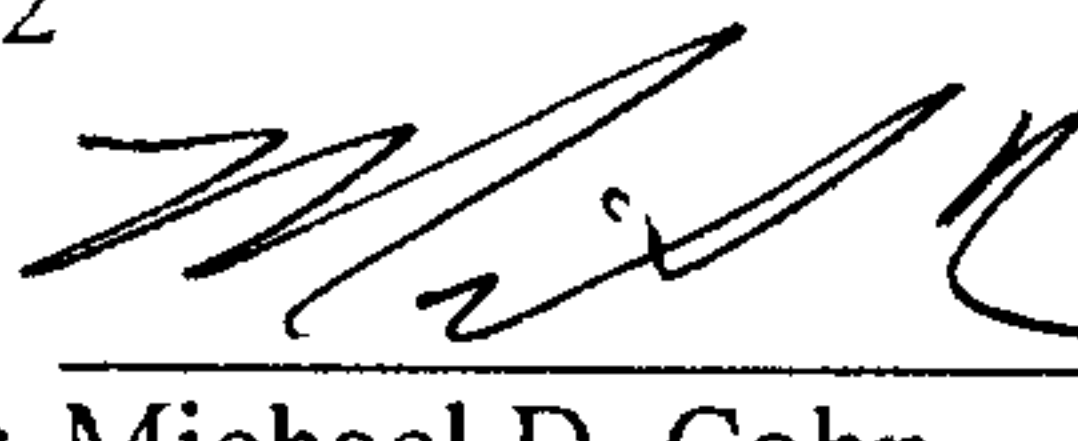
Grantor hereby covenants and agrees with Grantee, its successors and assigns, that Grantor, and its successors and assigns, will warrant and defend the Property against the claims of all persons claiming by, through or under Grantor, but not otherwise.



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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

IN WITNESS WHEREOF, the said Grantor, by its Personal Representatives who are duly authorized to execute this conveyance, hereto sets their signature and seal this _____ day of May, 2013.

ESTATE OF ALFRED J. COHN, an Alabama estate, Jefferson County Probate Court, Case No. 203502

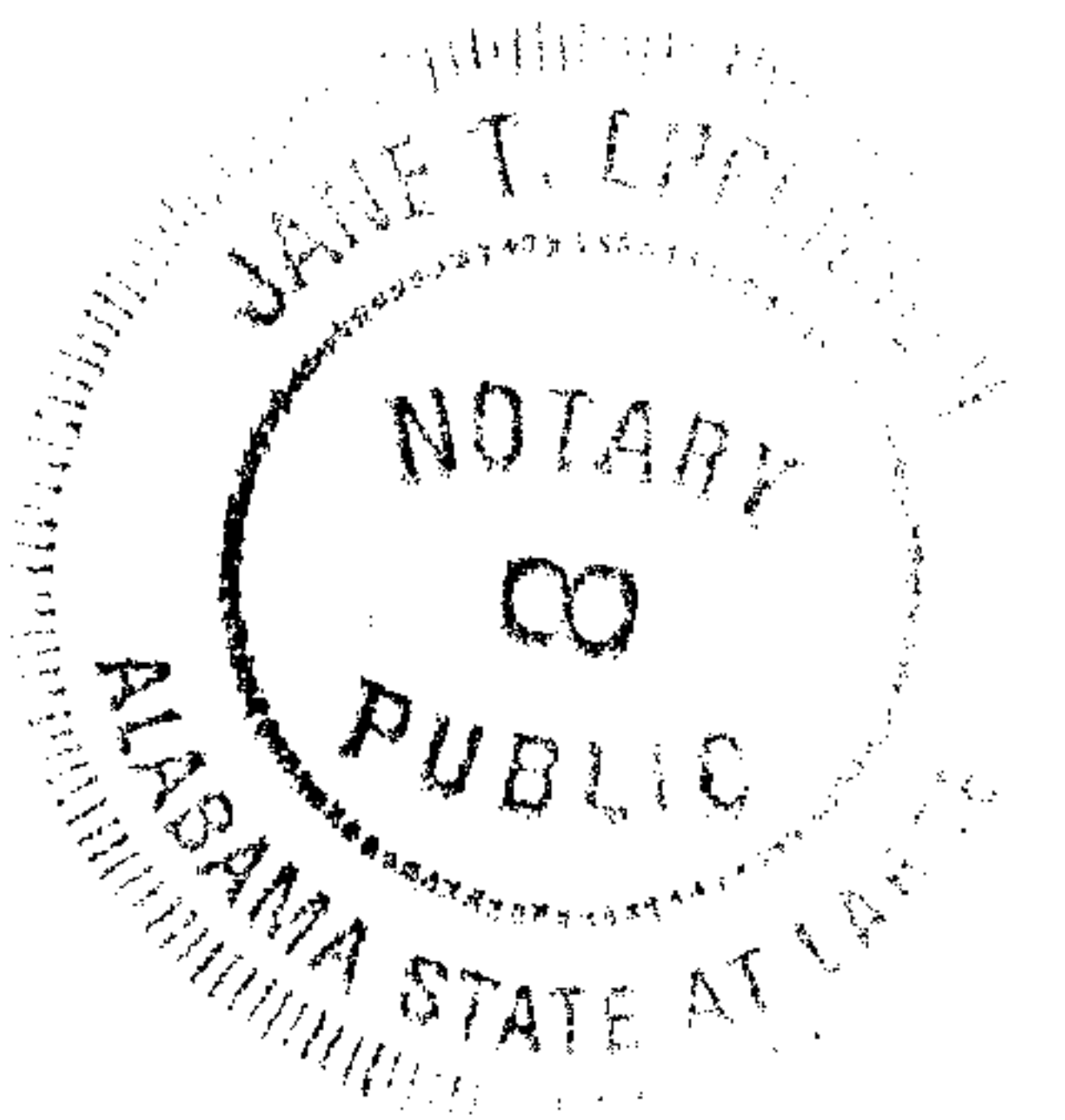
By: 
Name: Michael D. Cohn
Its: Personal Representative

STATE OF ALABAMA)


COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Michael D. Cohn whose name as Personal Representative of the Estate of Alfred J. Cohn, an Alabama estate, Case No. 203502, is signed to the foregoing deed, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he/she, as such personal representative and with full authority, executed the same voluntarily for and as the act of said estate.

Given under my hand and official seal this 20 day of May, 2013.




Notary Public
My Commission Expires: **MY COMMISSION EXPIRES: JANUARY 21, 2015**


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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

ESTATE OF ALFRED J. COHN, an Alabama
estate, Case No. 203502

By: 

Name: Martin J. Cohn

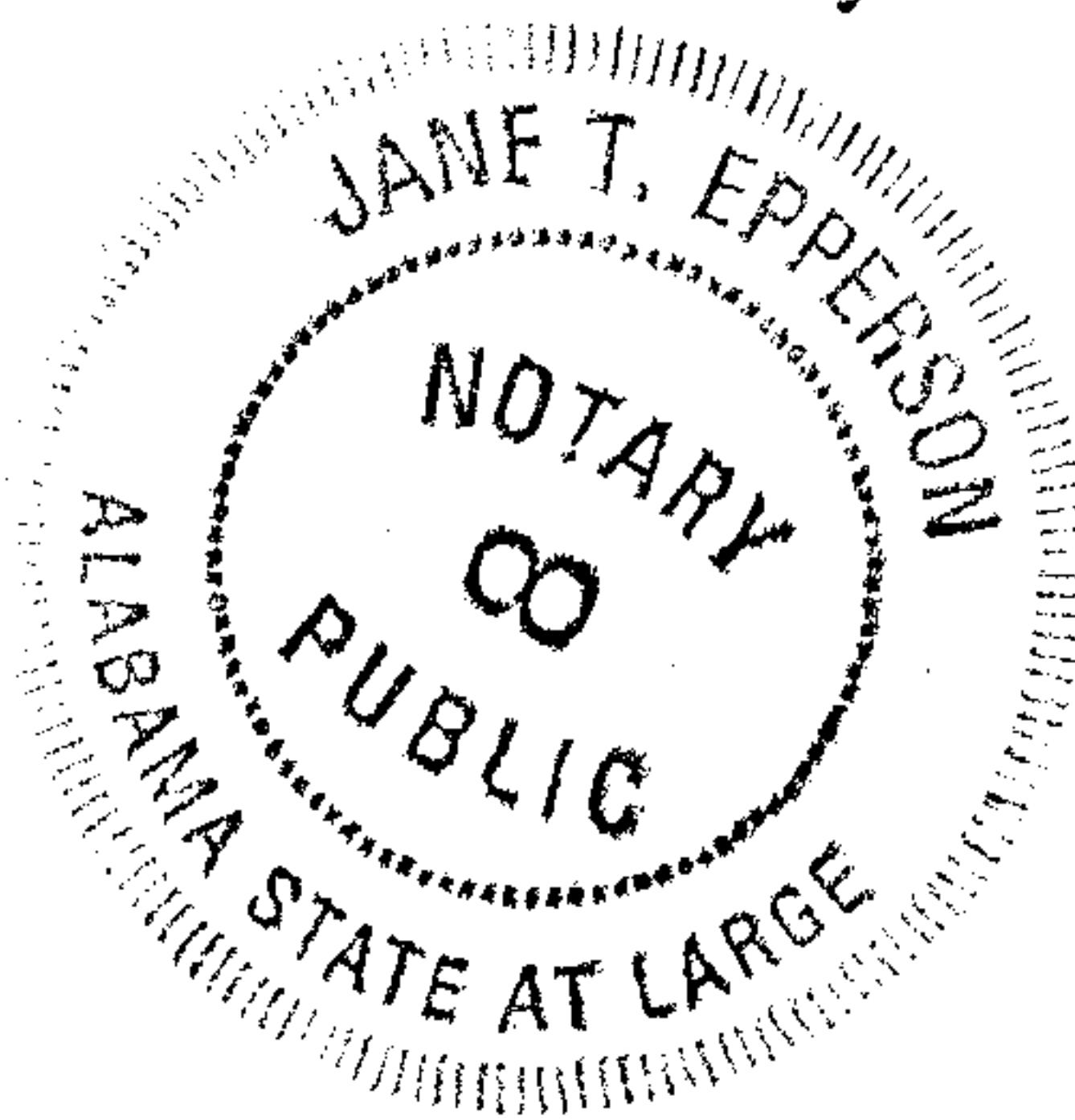
Its: Personal Representative

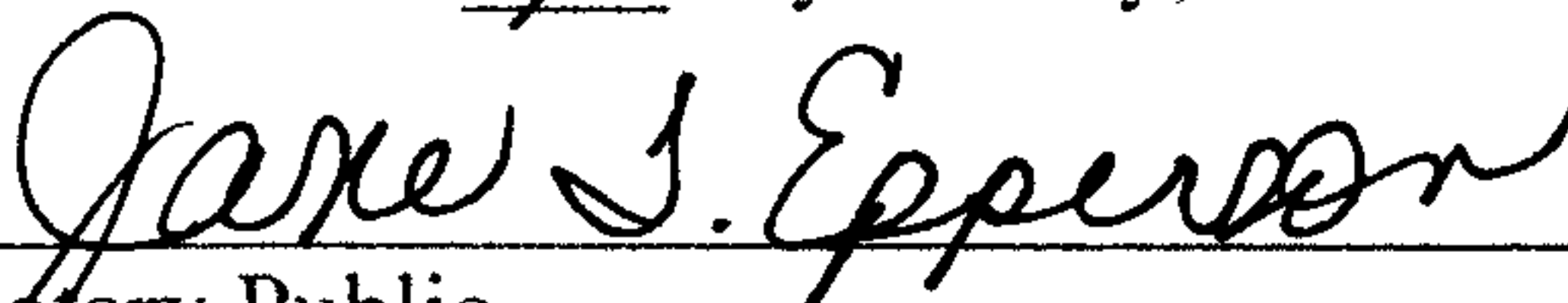
STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Martin J. Cohn whose name as personal representative of the Estate of Alfred J. Cohn, an Alabama estate, Case No. 203502, is signed to the foregoing deed, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he/she, as such personal representatives and with full authority, executed the same voluntarily for and as the act of said estate.

Given under my hand and official seal this 20 day of May, 2013.

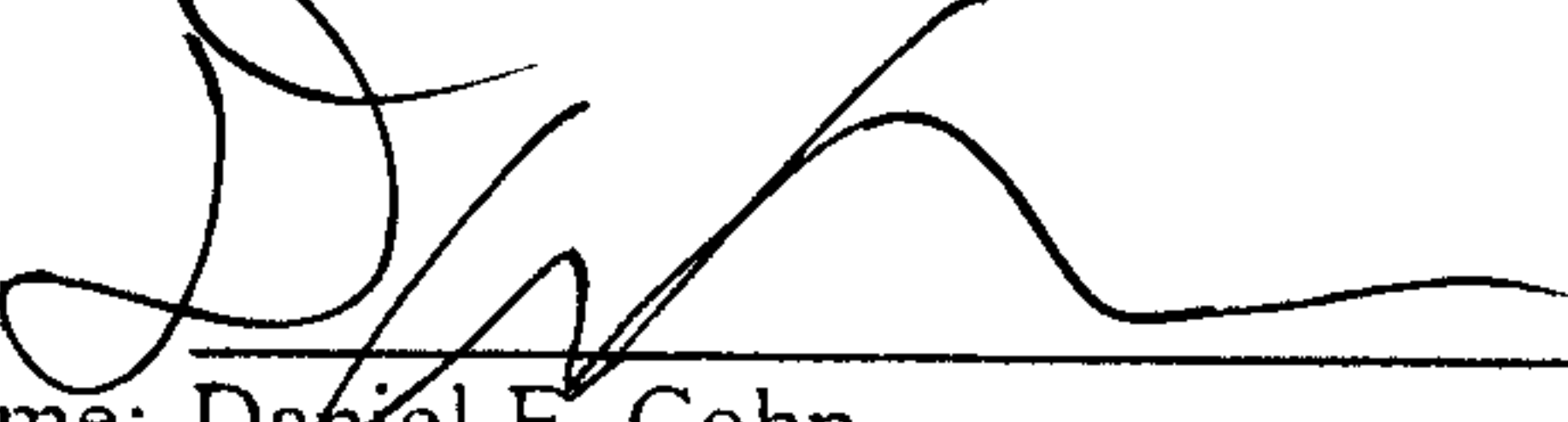



Notary Public
My Commission Expires: MY COMMISSION EXPIRES: JANUARY 21, 2015



20130528000218270 3/41 \$133.00
Shelby Cnty Judge of Probate, AL
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ESTATE OF ALFRED J. COHN, an Alabama
estate, Case No. 203502

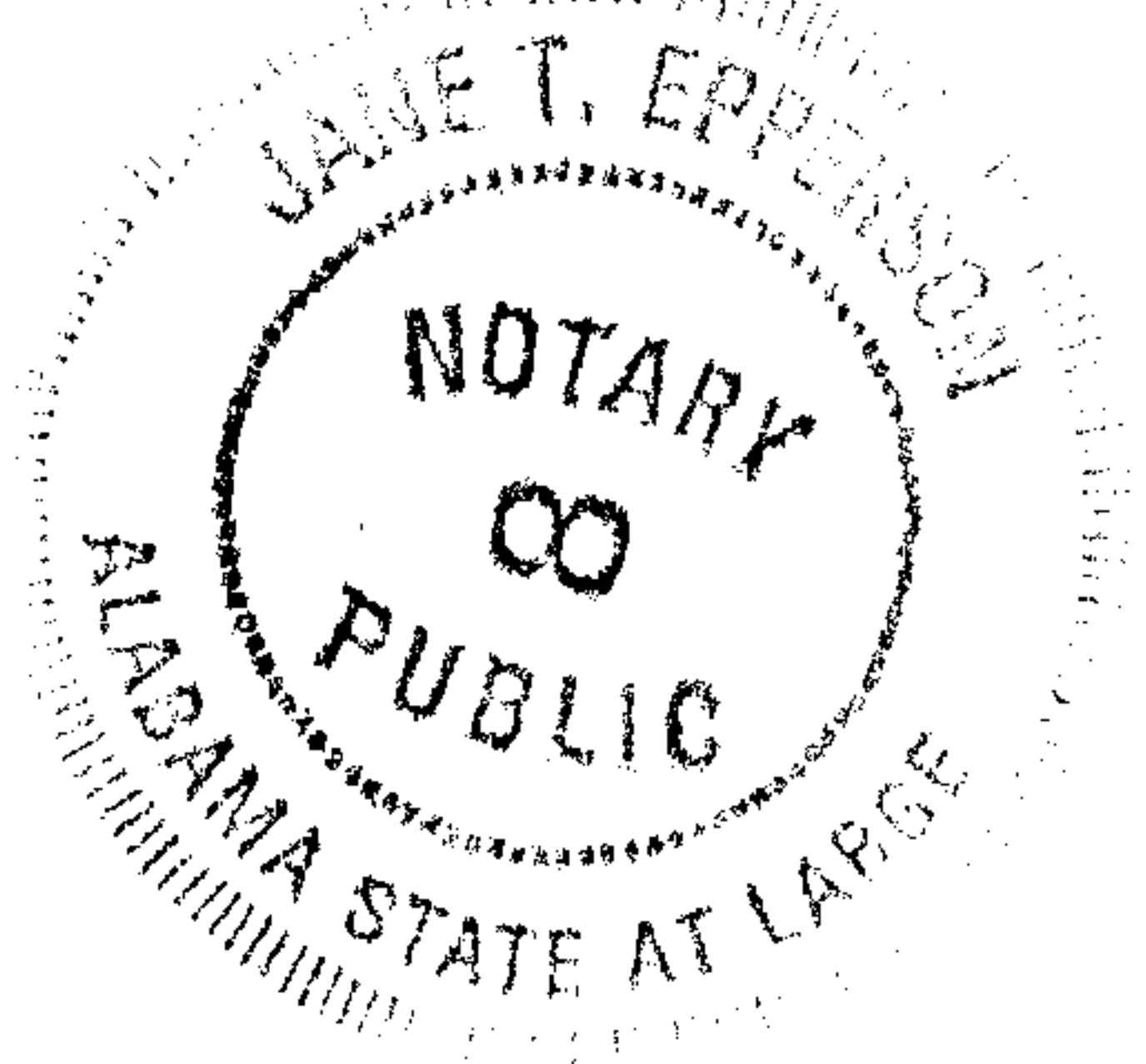
By 
Name: Daniel E. Cohn
Its: Personal Representative

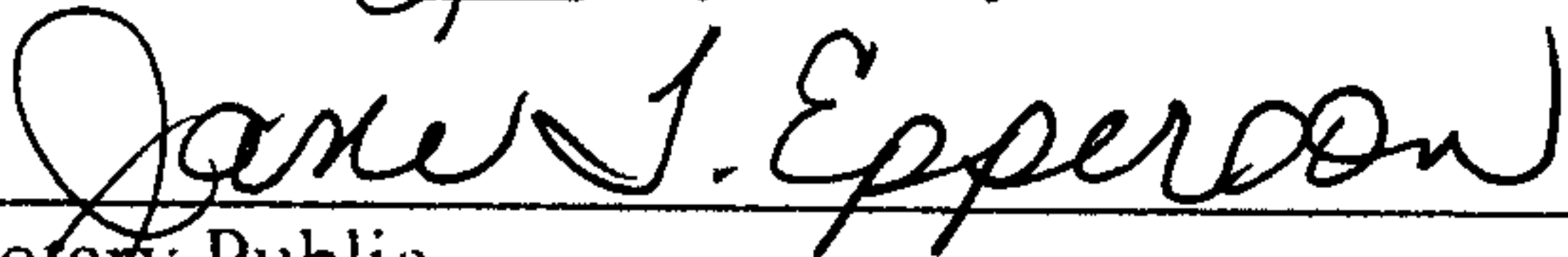
STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Daniel E. Cohn whose name as personal representative of the Estate of Alfred J. Cohn, an Alabama estate, Case No. 203502, is signed to the foregoing deed, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he/she, as such personal representatives and with full authority, executed the same voluntarily for and as the act of said estate.

Given under my hand and official seal this 20 day of May, 2013.




Notary Public
My Commission Expires MY COMMISSION EXPIRES: JANUARY 21, 2015



20130528000218270 4/41 \$133.00
Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

ESTATE OF ALFRED J. COHN, an Alabama
estate. Case No. 203502

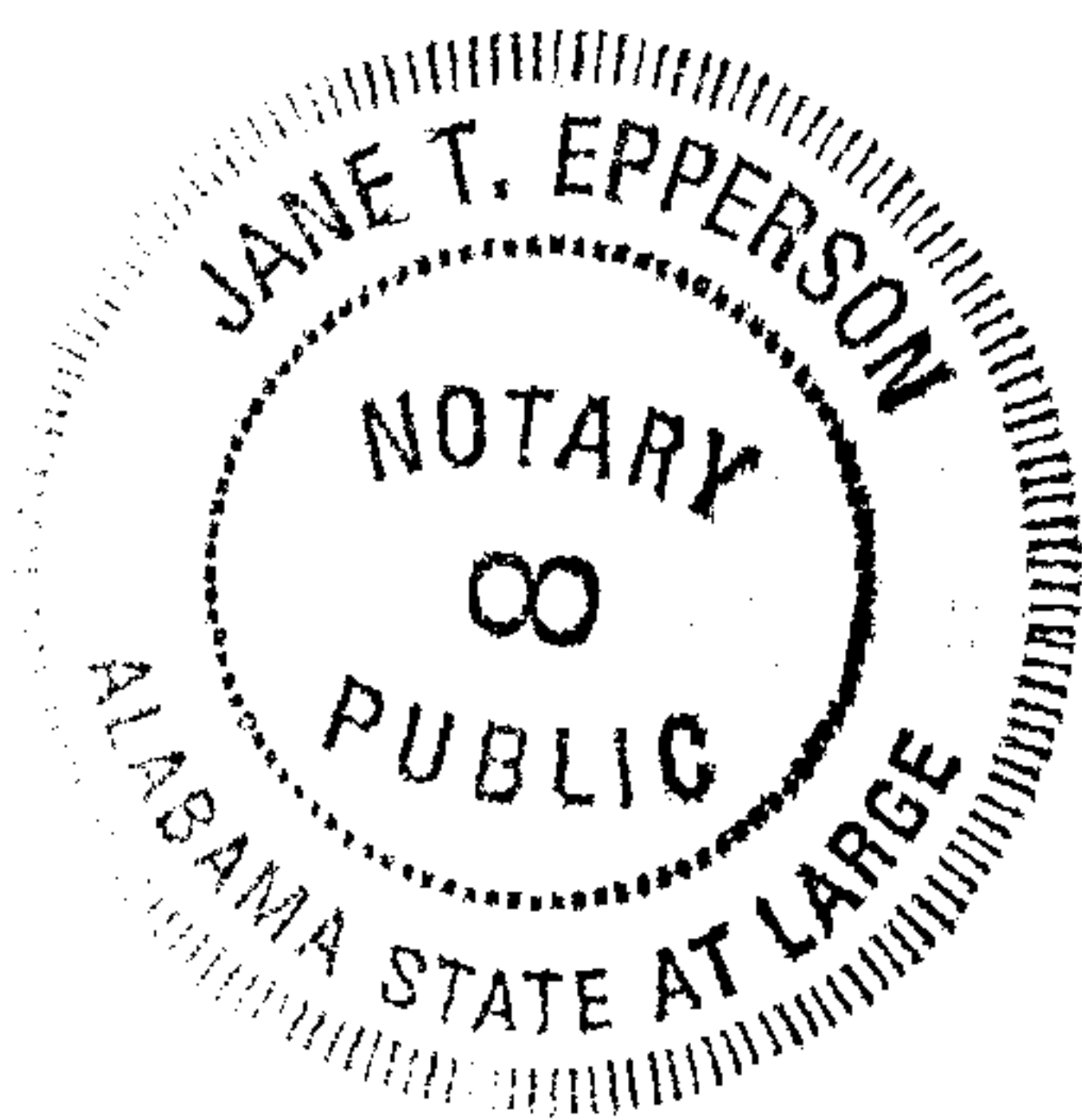
By: Linda L. Cohn
Name: Linda L. Cohn
Its: Personal Representative

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Linda L. Cohn whose name as personal representative of the Estate of Alfred J. Cohn, an Alabama estate, Case No. 203502, is signed to the foregoing deed, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he/she, as such personal representatives and with full authority, executed the same voluntarily for and as the act of said estate.

Given under my hand and official seal this 20 day of May, 2013.



Jane T. Epperson

Notary Public

My Commission Expires: MY COMMISSION EXPIRES: JANUARY 21, 2015



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Shelby Cnty Judge of Probate, AL
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EXHIBIT "A"

LEGAL DESCRIPTION

A parcel of land situated in the SE 1/4 of the NE 1/4 and the NE 1/4 of the SE 1/4 of Section 14, Township 20 South, Range 3 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Northeast corner of said SE 1/4 of the NE 1/4; thence in a Southerly direction, along the East line of said 1/4 - 1/4 section, a distance of 794.94 feet to the center line of Shelby County Highway 283; thence 13°12' right, along said center line in a Southwesterly direction, a distance of 588.83 feet; thence 85°05' right, in a Northwesterly direction, a distance of 30.11 feet to the point of beginning; thence continue along last described course a distance of 588.13 feet; thence 75°45'30" left, in a Southwesterly direction, a distance of 162.26 feet; thence 104°14'36" left, in a Southeasterly direction, a distance of 263.18 feet; thence 90°17'45" left, in a Northeasterly direction a distance of 57.64 feet; thence 90°17'51" right, in a Southeasterly direction, a distance of 356.60 feet to the Northwesterly right of way line of Shelby County Highway 283; thence 85°05' left in a Northeasterly direction along said right of way line, a distance of 100.0 feet to the point of beginning.

Less and except any portion of subject property lying within a road right of way.

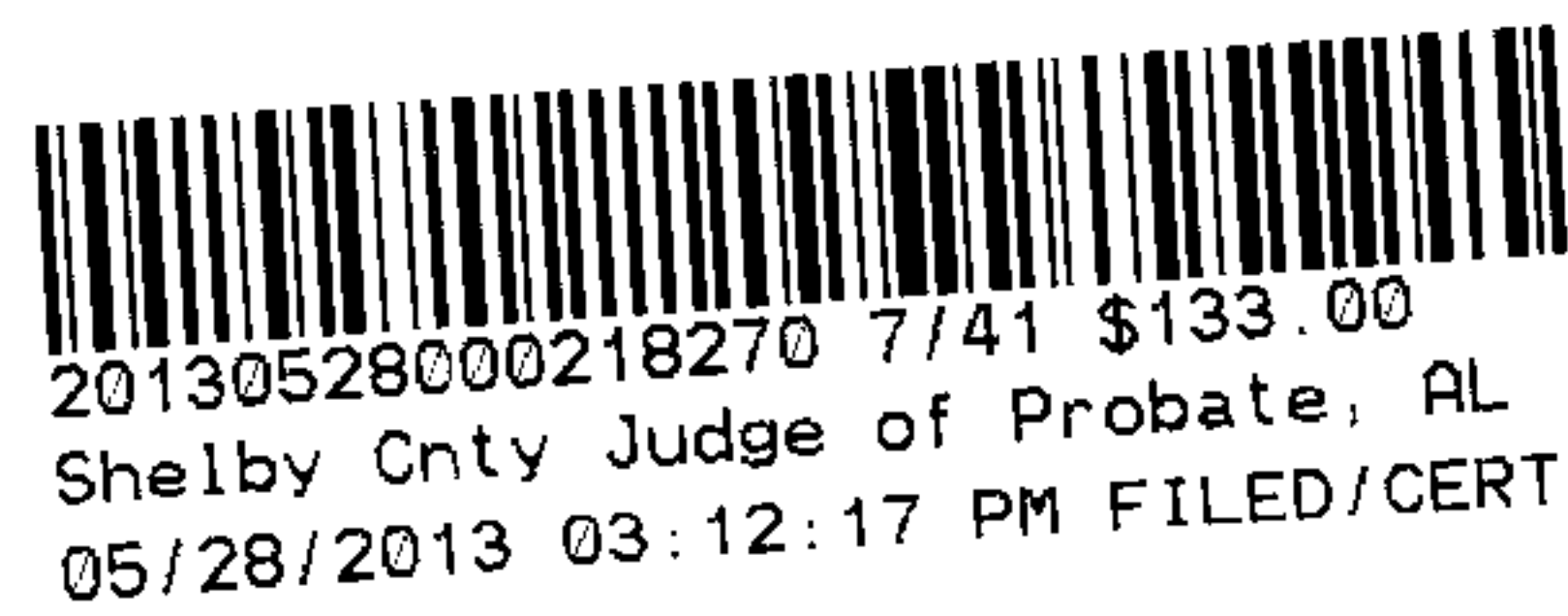



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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Taxes for the year 2013, and all subsequent years.
2. All matters that would be revealed by an accurate and complete ALTA/ACSM survey.
3. Any prior reservation of mineral rights, including, but not limited to, mineral and mining rights incident thereto recorded in Deed Book 11, Page 344, in the Probate Office of Shelby County, Alabama.
4. Matters shown by recorded map(s) and plat(s).
5. Right of Way granted to Alabama Power Company by instrument recorded in Deed Volume 127, Page 566, in the Probate Office of Shelby County, Alabama.
6. Permit to Southern Bell Telephone and Telegraph Company recorded in Deed Book 285, Page 183, in the Probate Office of Shelby County, Alabama.
7. Easement to Southern Natural Gas, as recorded in Deed Book 143, Page 105, in the Probate Office of Shelby County, Alabama.
8. Any portion of the Property lying within a road right of way.



GRANTOR'S NAME: ESTATE OF ALFRED J. COHN , deceased (Jefferson County Probate Court, Case No. 203502)	GRANTEE'S NAME: 3150 PROPERTIES, LLC , an Alabama limited liability company
MAILING ADDRESS: 2101 6 th Ave. North, Suite 750 Birmingham, Alabama 35203	MAILING ADDRESS: P.O. Box 846 Birmingham, Alabama 35201
PROPERTY ADDRESS: _____ _____ _____	DATE OF SALE: May ____, 2013 TOTAL PURCHASE PRICE: \$100,000.00 ; OR ACTUAL VALUE: \$ _____; OR ASSESSOR'S MARKET VALUE: \$ _____; OR
<p>THE PURCHASE PRICE OR ACTUAL VALUE CLAIMED ON THIS FORM CAN BE VERIFIED IN THE FOLLOWING DOCUMENTARY EVIDENCE: (CHECK ONE) (RECORDATION OF DOCUMENTARY EVIDENCE IS NOT REQUIRED)</p> <p>____ BILL OF SALE</p> <p>____ SALES CONTRACT</p> <p>___X___ CLOSING STATEMENT</p> <p>____ APPRAISAL</p> <p>____ OTHER: _____</p> <p>THIS INSTRUMENT PREPARED BY: R. Link Loegler Leitman, Siegal, Payne & Campbell, P.C. 420 North 20th Street, Suite 2000 Birmingham, AL 35203</p>	<p>I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in <u>Code of Alabama 1975</u> Section 40-22-1 (h).</p> <p>Date: _____</p> <p>Print: _____</p> <p>Sign: _____ Grantee</p> <p>Print: _____</p> <p>Sign: _____ Grantee</p> <p>Print: _____</p> <p>Sign: _____ Grantor</p> <p>Print: Michael Cohn, Personal Representative</p> <p>Sign:  Grantor</p>



20130528000218270 8/41 \$133.00
Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

N THE MATTER OF THE ESTATE OF)
)
 ALFRED J. COHN, DECEASED)
)
) CASE NO. **-203502 - -**

PETITION FOR PROBATE OF WILL
(Self-Proved Will)

Come your petitioners, Linda L. Cohn, Martin J. Cohn, Michael D. Cohn and Daniel E. Cohn, and show this Court the following facts:

1. Alfred J. Cohn (the "decedent") died testate at Birmingham, Alabama on or about the 5th day of January, 2009 and, at the time of such death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is said decedent's Last Will and Testament naming petitioners as personal representatives thereof, which was duly signed by said decedent when over eighteen years of age, and was attested by the following witnesses:

<u>Name</u>	<u>Present Address</u>
Jackson M. Payne	600 North 20 th Street, Suite 400 Birmingham, AL 35203
Sidney T. Philips	600 North 20 th Street, Suite 400 Birmingham, AL 35203

3. The decedent's Last Will and Testament, as identified in paragraph 2 hereof, was self-proved in a manner substantially in accordance with the requirements of Alabama Code §43-8-132. The name and present address of the officer authorized to administer oaths before whom said Will was acknowledged are as follows:

<u>Name</u>	<u>Present Address</u>
Beverly Colvard Fitzsimmons	600 North 20 th Street, Suite 400 Birmingham, AL 35203

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

<u>Name</u>	<u>Relationship</u>	<u>Address</u>
7 Linda L. Cohn	Spouse	4825 Old Leeds Road Birmingham, AL 35213



P	Martin J. Cohn	Son	3711 SW 77th Street Gainesville, FL 32608-3602
P	Michael D. Cohn	Son	501 SE 2nd Street #1518 Ft. Lauderdale, FL 33301
P	Daniel E. Cohn	Son	1210 N Flores Street, Apartment 2 West Hollywood, CA 90069-2929

All of the above-named persons are competent and over the age of nineteen (19) years.

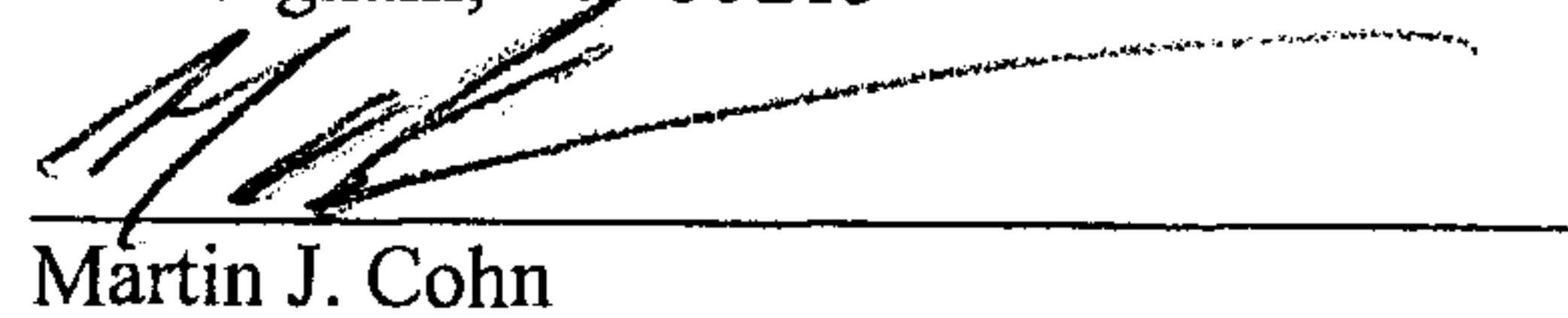
WHEREFORE, your petitioners pray that this Court will take jurisdiction of this petition; will cause all such notices or citations to issue to the said surviving spouse, next-of-kin, and attesting witnesses, and oath-administering officer, as may be proper in the premises; and will cause such proceedings to occur, and such proof to be taken, and render such orders and decrees as will duly and legally effect the probate and record in this Court of said Will as the Last Will and Testament of said decedent. This petition is deemed to be verified pursuant to Ala. Code §43-8-22.

Attorney for Petitioner:

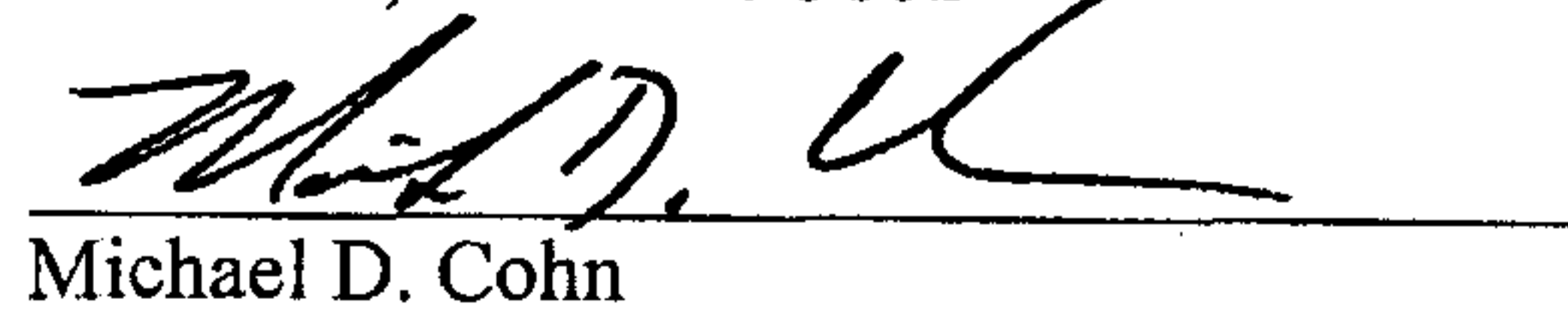
Mr. Jackson M. Payne
Leitman, Siegal & Payne, P.C.
600 North 20th Street, Suite 400
Birmingham, Alabama 35203
(205) 251-5900



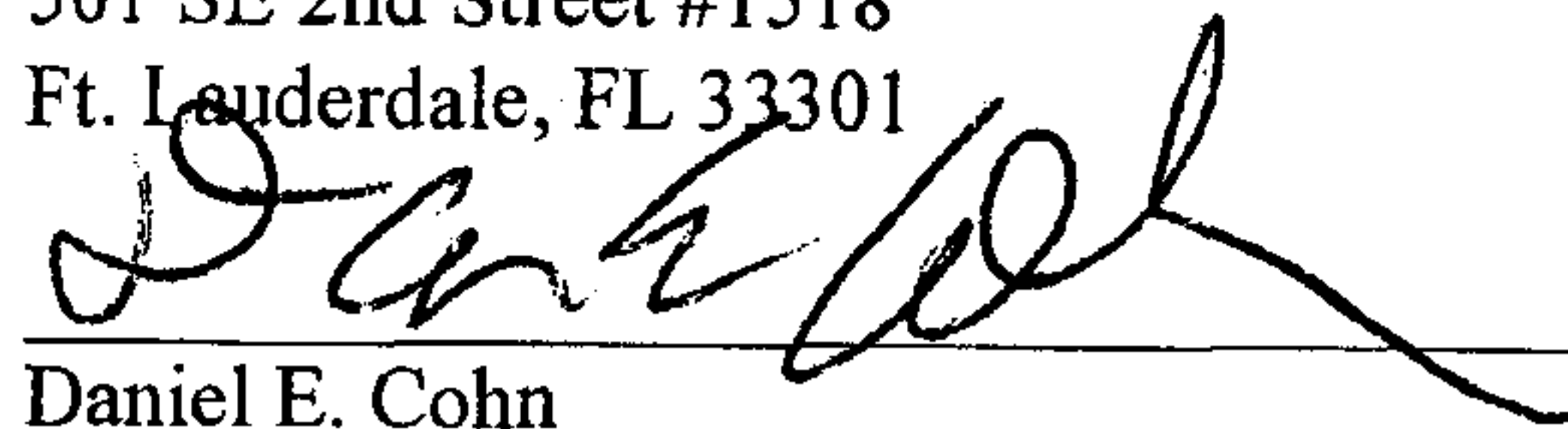
Linda L. Cohn
4825 Old Leeds Road
Birmingham, AL 35213



Martin J. Cohn
3711 SW 77th Street
Gainesville, FL 32608-3602

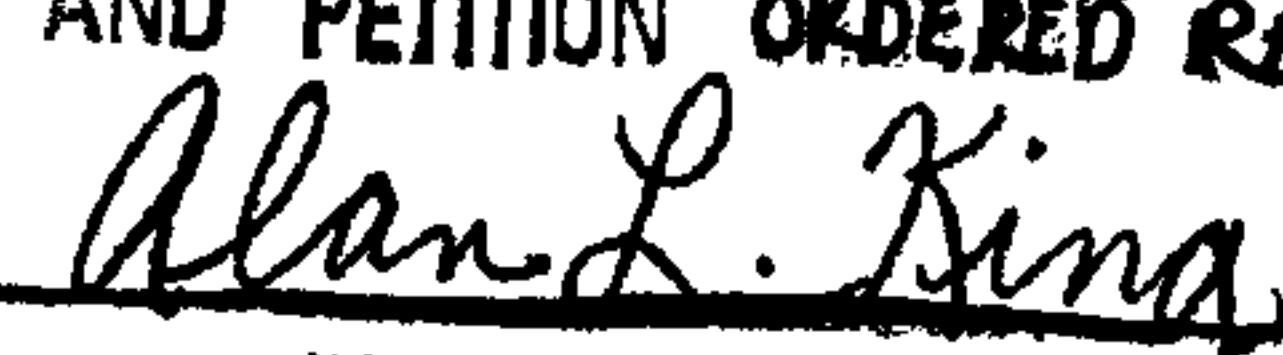


Michael D. Cohn
501 SE 2nd Street #1518
Ft. Lauderdale, FL 33301



Daniel E. Cohn
1210 N Flores Street, Apartment 2
West Hollywood, CA 90069-2929

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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

FILED IN OFFICE THIS 5th DAY OF
February 2009 PRAYER
GRANTED AND PETITION ORDERED RECORDED.

JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF)

PROBATE COURT OF)

JEFFERSON COUNTY, ALABAMA)

ALFRED J. COHN, DECEASED)

CASE NO.)

- 203502 - -WAIVER OF NOTICE ON PROBATE OF WILL

I, Linda L. Cohn, a resident of Jefferson County, State of Alabama, being one of the next-of-kin (as determined by application of the Ala. Code §43-8-41 or 43-8-42, as appropriate) of Alfred J. Cohn, deceased, being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the last will and testament (including all codicils thereto) of said decedent. I do hereby waive notice either by personal service or by publication and consent and request that said will, which bears the date of August 18, 2000, be admitted to probate without further notice of any kind to me, and the executors named in said will be appointed as provided therein. I acknowledge that by this Waiver of Notice I am NOT giving up my right to contest said will or to make an objection to the handling of the administration of the estate of the deceased by the executor thereof.


Dated this 31st day of January, 2009.

WITNESS:

Beverly Colvard
Signature of Witness

Linda L. Cohn
Linda L. Cohn

Beverly Colvard
Name of Witness


20130528000218270 11/41 \$133.00
Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

FILED IN OFFICE THIS 5th DAY
OF February, 2009
AND ORDERED RECORDED.

Glen L. King
JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF)
) PROBATE COURT OF
) JEFFERSON COUNTY, ALABAMA
 ALFRED J. COHN, DECEASED)
) CASE NO. 203502 - -

WAIVER OF NOTICE ON PROBATE OF WILL

I, Martin J. Cohn, a resident of the State of Florida, being one of the next-of-kin (as determined by application of the Ala. Code §43-8-41 or 43-8-42, as appropriate) of Alfred J. Cohn, deceased, being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the last will and testament (including all codicils thereto) of said decedent. I do hereby waive notice either by personal service or by publication and consent and request that said will, which bears the date of August 18, 2000, be admitted to probate without further notice of any kind to me, and the executors named in said will be appointed as provided therein. I acknowledge that by this Waiver of Notice I am NOT giving up my right to contest said will or to make an objection to the handling of the administration of the estate of the deceased by the executor thereof.


Dated this 31st day of January, 2009.

WITNESS:

Beverly Colvard
 Signature of Witness

Martin J. Cohn
 Martin J. Cohn

Beverly Colvard
 Name of Witness


 20130528000218270 12/41 \$133.00
 Shelby Cnty Judge of Probate, AL
 05/28/2013 03:12:17 PM FILED/CERT

FILED IN OFFICE THIS 5th DAY
 OF February, 2009
 AND ORDERED RECORDED.
Alan L. King
 JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF
ALFRED J. COHN, DECEASED

)
)
)
)

PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA
- 203502 -
CASE NO.

WAIVER OF NOTICE ON PROBATE OF WILL

I, Michael D. Cohn, a resident of the State of Florida, being one of the next-of-kin (as determined by application of the Ala. Code §43-8-41 or 43-8-42, as appropriate) of Alfred J. Cohn, deceased, being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the last will and testament (including all codicils thereto) of said decedent. I do hereby waive notice either by personal service or by publication and consent and request that said will, which bears the date of August 18, 2000, be admitted to probate without further notice of any kind to me, and the executors named in said will be appointed as provided therein. I acknowledge that by this Waiver of Notice I am NOT giving up my right to contest said will or to make an objection to the handling of the administration of the estate of the deceased by the executor thereof.

Dated this 31st day of January, 2009.

WITNESS:

Beverly Colward
Signature of Witness

Michael D. Cohn
Michael D. Cohn

Beverly Colward
Name of Witness

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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

FILED IN OFFICE THIS 5th DAY
OF February, 2009
AND ORDERED RECORDED.

Glen L. King
JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF
ALFRED J. COHN, DECEASED

)
)
)
)

PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NO. 203502 - -

WAIVER OF NOTICE ON PROBATE OF WILL

I, Daniel E. Cohn, a resident of the State of California, being one of the next-of-kin (as determined by application of the Ala. Code §43-8-41 or 43-8-42, as appropriate) of Alfred J. Cohn, deceased, being over the age of nineteen (19) years, hereby accept service and waive notice of the filing of the petition to probate the last will and testament (including all codicils thereto) of said decedent. I do hereby waive notice either by personal service or by publication and consent and request that said will, which bears the date of August 18, 2000, be admitted to probate without further notice of any kind to me, and the executors named in said will be appointed as provided therein. I acknowledge that by this Waiver of Notice I am NOT giving up my right to contest said will or to make an objection to the handling of the administration of the estate of the deceased by the executor thereof.

Dated this 31st day of January, 2009.

WITNESS:

Beverly Colvard
Signature of Witness

Daniel E. Cohn
Daniel E. Cohn

Beverly Colvard
Name of Witness

20130528000218270 14/41 \$133.00
Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

FILED IN OFFICE THIS 5th DAY
OF February, 2009
AND ORDERED RECORDED.

Alan L. King
JUDGE OF PROBATE



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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

WILL

OF

ALFRED J. COHN

FILED IN OFFICE THIS THE
5th DAY OF Feb, 2009
FOR PROBATE AND RECORD.

Alan L. King
JUDGE OF PROBATE

I, Alfred J. Cohn, of Jefferson County, Alabama, declare this to be my will, and I revoke all previous wills and codicils that I have made.

ARTICLE I

Identification of Family

My wife's name is Linda L. Cohn, and she is referred to in this will as "my spouse." I have three children now living; their names are Martin J. Cohn ("my son Marty"), Michael D. Cohn ("my son Michael") and Daniel E. Cohn ("my son Dan").

ARTICLE II

Payment of Taxes and Expenses

A. My personal representative shall pay from my residuary estate all estate and inheritance taxes (including any interest and penalties) together with the expenses of my last illness and all administration expenses, including an appropriate marker for my grave, payable in any jurisdiction by reason of my death, whether or not the assets generating those taxes and expenses pass under this will. The preceding items shall be charged generally against the principal of my residuary estate, without apportionment, except that property allocated to the Marital Trust hereunder shall not be used to pay the preceding items, unless all other assets constituting my residuary estate have been exhausted. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes, except that, to the maximum extent permitted by law, my personal representative shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate under Section 2036 of the Code, and which taxes are not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this will shall be charged to the property constituting the transfer in the manner provided by applicable law.

B. Upon the death of "my spouse", unless my spouse has otherwise directed by will as provided later in this instrument, the trustee shall pay from the Marital Trust the amount by which the estate and inheritance taxes (including any interest and penalties) payable in any jurisdiction by reason of my spouse's death shall be increased as a result of the inclusion of any part of the Marital Trust in my spouse's gross estate for such tax purposes, and without reimbursement, recovery or contribution from any person, which amount shall be certified in writing by the personal

representative of my spouse's estate. The amount so payable may be paid either directly or to that personal representative, as the trustee determines.

ARTICLE III Specific Gifts

A. I give my tangible personal property, including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, club memberships, wearing apparel, and other articles of household or personal use or ornament, together with any insurance on any specific item, to my spouse, if my spouse survives me, or, if not, to my children who survive me, to be divided as they shall agree or, if they shall fail to agree upon a division within six months after the date of my death, in shares of substantially equal value as my personal representative shall determine.

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

C. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

D. I give the largest pecuniary amount which will produce the least federal estate tax payable by reason of my death, taking into account the federal credit for state death taxes only to the extent that state death taxes paid are not thereby increased and, in addition to that pecuniary amount, any portion of my residuary estate effectively disclaimed by my spouse (the "Family Gift"), per stirpes, to my descendants who survive me.

ARTICLE IV Gift of Residue Into Trust

I give my residuary estate, which shall not include any property over which I have power of appointment, to the trustee appointed under the Trustee Provisions of this will, to be held as a separate trust named the Marital Trust.

ARTICLE V Marital Trust

The Marital Trust shall be administered as follows:

A. Commencing as of my death and during the life of my spouse, the trustee shall distribute to my spouse:

1. The entire net income of the trust; and
2. As much or all of the principal of the trust as the trustee determines from time to time to be required for the health and support of my spouse, without regard to the interest of any other beneficiary.

B. If my spouse survives me, then upon the death of my spouse, the trustee shall distribute such part or all of the trust principal then remaining to any one or more of my descendants as my spouse may appoint by will.

C. Upon the death of the last to die of my spouse and me, the trustee shall distribute the remaining principal of the trust then held under this instrument, which is not otherwise effectively disposed of, to my then living descendants, per stirpes.

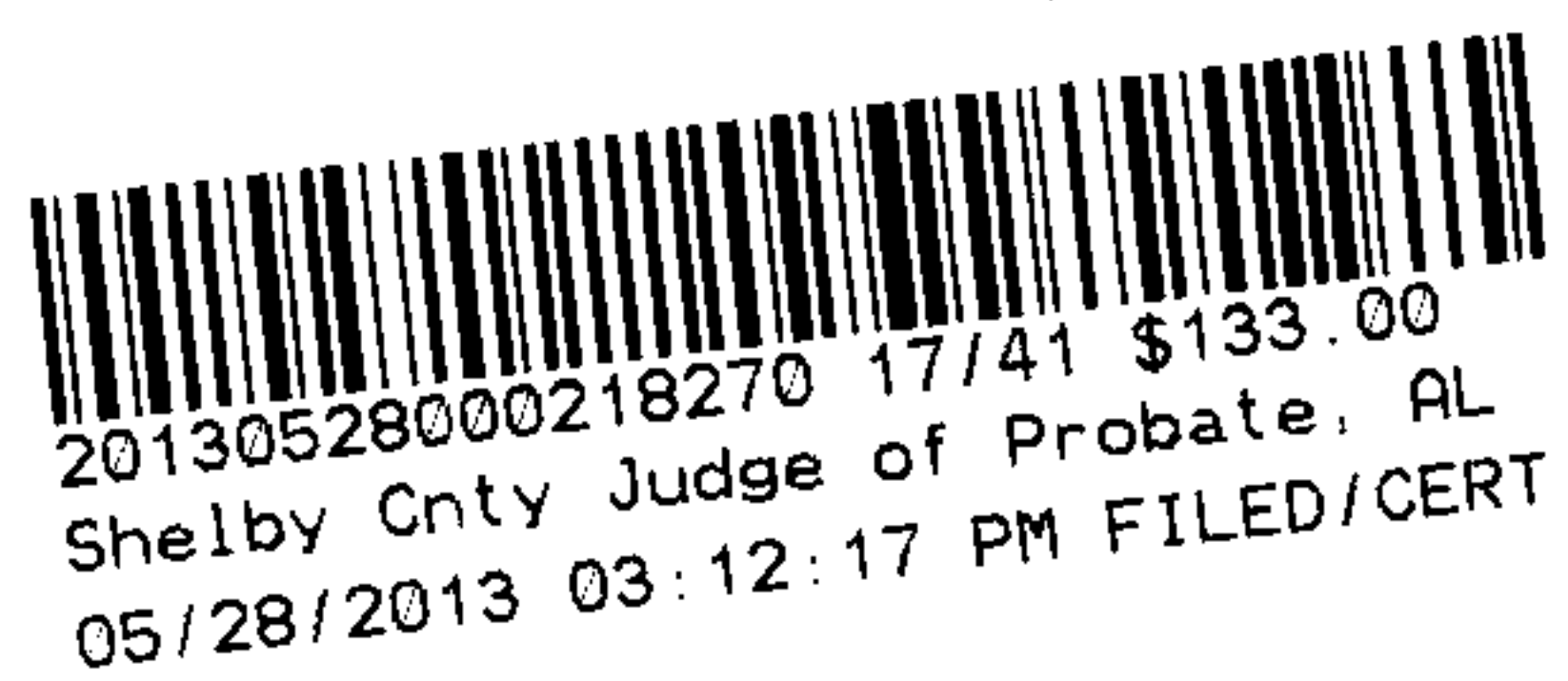
ARTICLE VI Holdback Provisions

Despite the preceding provisions of this instrument, upon termination of any trust at the end of its stated term under this instrument, the trustee may elect to withhold any principal which is not effectively appointed and is otherwise required to be distributed to a beneficiary who has not reached the age of twenty-five years or is disabled. The trustee shall retain any principal so withheld in a separate trust named for that beneficiary, to be distributed to the beneficiary when he or she reaches the age of twenty-five years, or, if later, upon termination of the disability. Until then, the trustee shall apply as much of the net income and principal of the trust as the trustee determines from time to time to be required for the health, support, and education of that beneficiary, adding any undistributed net income to principal from time to time, as the trustee determines. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining trust principal shall be distributed to that beneficiary's estate.

ARTICLE VII Trustee Provisions

A. I name my spouse, my son Marty, my son Michael and my son Dan, or the survivors or survivor of them, as trustee of each trust created under this will.

B. The Trustee Appointer at any time may appoint any one or more Qualified Appointees as additional or successor trustees; provided, however, that no more than four trustees shall act with respect to any trust at one time. Any appointment of an additional or successor trustee



hereunder shall be in writing, may be made to become effective at any time or upon any event, may be for a specified period or indefinitely, may be for limited or general purposes and responsibilities, and may be single, joint or successive, all as specified in the instrument of appointment. The Trustee Appointer may revoke any such appointment before it is accepted by the appointee, and may specify in the instrument of appointment whether it can be revoked by a subsequent Trustee Appointer. In the event that two or more instruments of appointment or revocation by the same Trustee Appointer exist and are inconsistent, the latest by date shall control. The Trustee Appointer shall act only in a fiduciary capacity in the best interests of all trust beneficiaries. For purposes of this paragraph:

1. The Trustee Appointer means my spouse, if not disabled, otherwise my then living children who are not disabled, otherwise the beneficiaries to whom the current trust income may or must then be distributed; and

2. A Qualified Appointee means any person or any bank or trust company, within or outside the State of Alabama (other than any bank or trust company owned or controlled by Marvin's, Inc., or its successor); provided, however, that only one bank or trust company shall act as a trustee of any trust at one time.

C. The trustee shall render a current annual account to each income and principal beneficiary, whether vested or contingent, who so requests in writing each year. The Trustee Appointer may, without liability, approve the accounts of the trustee at any time by written instrument, with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties; except that if any person would thereby approve his or her own accounts, then the trustee's accounts can be approved only by those individuals who would be Trustee Appointer if that person were then deceased.

D. Any trustee may resign at any time by giving prior written notice to the Trustee Appointer, and if a successor trustee is not appointed within a reasonable time after the trustee's resignation, the resigning trustee may deposit the trust property with the court having jurisdiction over the administration of the trust. All trusts created under this instrument need not have or continue to have the same trustee. The provisions of this instrument that relate to the trustee shall be separately applicable to each trust held hereunder. While two or more trustees are acting, the following provisions shall apply where the context admits:

1. The corporate trustee, if any, shall have custody of the trust property and of the books and records of the trustees;

2. With respect to any matter as to which two or more trustees have joint authority, a trustee, by written notice, may temporarily delegate any or all of that trustee's rights, powers, duties, and discretion as trustee to any other trustee sharing that authority, with the consent of the latter;

3. The trustees may establish bank and brokerage accounts and may authorize that checks or drafts may be drawn on, or withdrawal made from, any such account on the individual signature of any trustee;

4. Any trustee alone may perform on behalf of the trustees all acts necessary for the acquisition, sale and transfer of personal and real property, including the giving of directions and the signing and endorsing of checks and other negotiable instruments, stock and bond certificates and powers, deeds of real estate and related transfer documents, applications, tax forms and other forms or documents; and no person dealing with the trustees need inquire into the propriety of any such act if such trustee certifies in writing to that person that the trustees have approved that act;

5. A trustee shall be presumed to have approved a proposed act or decision to refrain from acting if that trustee fails to indicate approval or disapproval thereof within fifteen days after a written request for approval, and a trustee shall not be required to continue to make a proposal which has been disapproved on at least two occasions if that trustee has informed each disapproving co-trustee that continued disapproval will be assumed until notice to the contrary has been received; and

6. The trustees may execute documents by jointly signing one document or separately signing concurrent counterpart documents.

E. Unless specifically provided otherwise, at any time when more than one person is designated to act in the same fiduciary capacity, the action or decision of a majority in number shall control; and a person who does not vote or does not concur in any vote shall not be liable for any act or failure to act of the others.

F. If any individual entitled to act under the preceding provisions of this Article is then disabled and such disability does not otherwise disqualify that individual from acting, the lawful guardian of that individual may sign the instrument of appointment or approval on his or her behalf.

G. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its predecessor.

H. Any person designated to act in a fiduciary capacity may release or renounce any or all powers granted hereunder at any time by written instrument filed with the trust records, and, if so specified, that release or renunciation shall bind all successors acting in that fiduciary capacity. Except as otherwise provided in the preceding sentence, the incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee.



I. If the trustee is unable to act in any jurisdiction with respect to any property, asset, interest or claim owned by me or any trust created hereunder because of the laws of the state in which such property, asset, interest or claim is located, then the trustee is authorized to appoint, employ, remove and compensate any person (other than a descendant of mine) or corporate fiduciary capable of so acting with regard to such property, asset, interest or claim, in such manner and upon such terms and conditions (including the power to establish a trust and employ as trustee any person or corporate fiduciary, including any affiliated company, capable of acting with regard to such property, asset, interest or claim) as the trustee deems acceptable and to treat as an expense of the trust any compensation, charges and expenses so paid. Any such fiduciary shall be permitted to act without giving bond. If any such fiduciary is appointed, I give to such person or corporation, in addition to the powers conferred by law of its situs, all of the rights, powers and discretion that are set forth or referred to in a later Article of this instrument (including the power to sell real or personal property at public or private sales for any purpose and to hold title to property in the name of a nominee), to be exercised without court order; provided, however, that in the exercise of any power granted, such fiduciary shall first consult with and obtain the written consent of the trustee acting generally at the time before taking any action whatsoever.

ARTICLE VIII
Provisions Relating to the Determination
and Satisfaction of the Family Gift

A. For purposes of determining the pecuniary amount of the Family Gift, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effects of tax elections made by my personal representative or the trustee;

2. None of the provisions of this Article, including for example the use of the term "largest," shall be construed as requiring any particular exercise or nonexercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

3. The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property distributed to the Marital Trust under the following Article, and shall be increased if and to the extent required later in this Article.

B. In satisfying the Family Gift:

1. Property distributed in kind shall be valued at its fair market value as of the date of its distribution;



2. My personal representative shall allocate to the Family Gift all property with respect to which the federal estate tax marital deduction would not be allowable, if distributed outright to my spouse; and

3. Except to the extent other available assets are inadequate, my personal representative shall not distribute property which represents the right to income in respect of a decedent under Section 691 of the Code.

ARTICLE IX GST Administrative Provisions

A. Notwithstanding any other provision of this instrument:

1. If a trust created under this instrument (the "original trust") would otherwise be partially exempt from federal generation-skipping tax after the intended allocation of a GST exemption to it, then, before such intended allocation and as of the relevant valuation date under Section 2642 of the Code with respect to such allocation, the trustee may (but need not) create instead two separate trusts of equal or unequal value which shall be funded fractionally out of the available property, and which shall be identical in all other respects to the original trust, so that the allocation of GST exemption can be made to one trust which will be entirely exempt from federal generation-skipping tax. The two trusts created under this subparagraph (i) shall have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST exempt" added to its name, and (ii) are sometimes referred to herein as "related." As used in this instrument, the "GST exemption" means the exemption from federal generation-skipping tax allowed under Section 2631 of the Code.

2. If property which is held in, or is to be added or allocated to, a trust pursuant to this instrument is subject to different treatment for any reason for purposes of the federal generation-skipping tax than other property being added or allocated to, or also held in, that trust, then the trustee may (but need not) hold such property instead as a separate trust that is appropriately designated to distinguish it from the trust to which the property otherwise would have been allocated, but that is identical in all other respects to that trust. The identical trusts resulting from application of this subparagraph are also sometimes referred to herein as "related."

3. It is my intent that the trustee shall not be required to create or administer a trust hereunder that is only partially exempt from federal generation-skipping tax, or to commingle property subject to different treatment for federal generation-skipping tax purposes whether because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph A are intended to enable the trustee to avoid such situations by empowering the trustee to segregate trust property (i) that is entirely exempt from federal generation-skipping tax from trust property that is not exempt, or (ii) that is otherwise treated differently from

other trust property for purposes of the federal generation-skipping tax, and the provisions of this paragraph A should be applied in a manner consistent with this intention.

B. To the extent it is consistent with the trustee's fiduciary obligations, the trustee, in making discretionary distributions of net income and principal from the related trusts referred to earlier in this Article, shall take advantage of the opportunities provided by the creation of such related trusts to avoid or delay federal generation-skipping tax when making discretionary distributions, to pursue different investment strategies for those trusts, if appropriate, and to maximize the amount of trust property that eventually may be distributed to my grandchildren or more remote descendants without transfer tax of any kind at the termination of all trusts created under this instrument.

C. The trustee may at any time merge and consolidate any related trusts under this instrument and thereafter administer them as a single trust hereunder if the trustee determines that maintaining the trusts as separate entities will not serve to minimize federal generation-skipping taxes.

D. No trustee who is also a beneficiary hereunder on or after the division date shall participate in exercising discretion under this Article to create separate trusts, to merge and consolidate trusts, or to allocate GST exempt and non-exempt property among trusts, and if no trustee who would qualify to exercise those discretions is then acting, then the Trustee Appointer shall appoint a Qualified Appointee who is not such a beneficiary as a special trustee, whose authority shall be limited to exercising those discretions.

ARTICLE X

Financial Powers

A. In addition to all powers granted by law, the trustee shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustee:

1. To collect the income on trust property.
2. To compromise, abandon, adjust and settle in the trustee's discretion any claim in favor of or against the trust.
3. To hold and retain without liability for loss or depreciation any property or securities transferred to the trustee or to which the trustee becomes entitled, including any partnership interest (whether general, limited or special), shares of regulated investment companies or trusts (whether open-end or closed-end), interests as members in limited liability companies, stock or interest in any family corporation, partnership or enterprise, without regard to any statutory or constitutional limitations applicable to the investment of funds and though the retention might

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violate principles of investment diversification, so long as the trustee shall consider the retention for the best interests of the trust.

4. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, auction, convey, exchange, transfer, lease or rent for a period beyond the term of the trust (or for a lesser period) for improvement or otherwise, or to grant options, or otherwise dispose of all or any portion of the trust in such manner and upon such terms and conditions as the trustee may approve.

5. To invest and reinvest the trust or any portion thereof in such loans, bonds, common or preferred stocks, notes, mortgages, participations in mortgages, common trust funds, securities, shares of regulated investment companies or trusts, currencies, partnerships (whether general, limited, or special), interests as members in limited liability companies, or other property, real or personal (including undivided interests therein and partial interests such as life estate, term or remainder interests), domestic or foreign, or to purchase and sell options (including listed options), or to exercise options, rights, or warrants, and to purchase securities or other property as the trustee may deem suitable, whether so-called "legal" investments of trust funds or not, provided, however, that the corporate trustee, acting alone, is authorized to make temporary investments in interest bearing securities and notes, and to purchase and sell fractional shares and subscription rights to which the trust may become entitled.

6. To vote any stock or other security held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting the same, and to waive notice of any meeting and to give consent for or with respect thereto; and to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation.

7. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation, limited liability company or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to enter into, continue or extend any voting trust for the duration of or beyond the term of the trust, to appoint directors and employ officers, managers, employees or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, and in exercising the powers in relation to such business enterprise, to receive extra or extraordinary compensation therefor.

8. To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery, or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to release, partition, vacate, abandon, grant easements in or over, dedicate or adjust the boundaries as to any such property. The trustee shall not be liable for any loss or depreciation in value sustained

by the trust as a result of the trustee abandoning any property, unless the trustee acted with gross negligence.

9. To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items or production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other products thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any of such real estate or which the trustee deems otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the trustee may approve, and in general to take any action which the trustee deems necessary or desirable in such operation of farms and woodlands.

10. To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas, and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such instruments or agreements in connection therewith as the trustee deems necessary or desirable.

11. To borrow money from any lender, including the trustee, for such time and upon such terms as the trustee sees fit, with or without security on or mortgage of any real property or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

12. To advance money to or for the benefit of any trust for any purpose of the trust, and the trustee shall be reimbursed for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.

13. To lend money to the personal representative of my estate or my spouse's estate, and to purchase property from the personal representative of either estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification.

14. To hold money in a custody arrangement while awaiting distribution or investment under the terms hereof, even though such money be commingled with other funds of the

trustee (in which case the trustee shall keep a separate account of the same on the books of the trustee), and the trustee shall not be required to pay interest thereon.

15. To appoint, employ, remove and compensate such attorneys, agents 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.

16. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form.

17. To keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustee deems necessary or desirable.

18. To determine whether any money or property coming into the hands of the trustee shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust, in each case in accordance with the provisions of the Alabama Principal and Income Act, if applicable, or if not applicable, as the trustee may deem just and equitable; provided, however, that (i) in no event shall the trustee exercise such power in any manner that would deprive my spouse of income of the Marital Trust to which my spouse is entitled under state law, and (ii) any proceeds received by the trustee from any "retirement plan," meaning any qualified pension, profit sharing, stock bonus, Keogh or other qualified plan, trust, contract, account, annuity, or bond, or individual retirement account, as those terms are defined in the Code, or any non-qualified deferred compensation agreement, salary continuation agreement, or similar arrangement, shall be treated by the trustee as principal, except that any income earned within the retirement plan from such proceeds as a result of an installment or similar election or any other deferral of payment of the retirement plan's proceeds to the trustee shall be treated by the trustee as income when received.

19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.

20. To exercise any power hereunder, either acting alone or jointly with others.

21. To pay the funeral and burial expenses of any beneficiary from the principal for the trust from which income has been payable to such beneficiary.

22. To divide or distribute the trust property as provided for hereunder in cash or in kind, or partly in each; to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of, disproportionate allocations of

unrealized gain for federal income tax purposes; to determine the value of any property so allocated, divided, or distributed; and to determine the share and identity of persons entitled to take hereunder.

23. To deal with the fiduciary or fiduciaries of any other trust or estate, even though the trustee is also the fiduciary or one of the fiduciaries of the other trust or estate.

24. To merge and consolidate at any time after the death of the last to die of my spouse and me all the trust property with the trust property of any trust created by my spouse or me during life or by will and held by the same trustee for the benefit of the same persons who are beneficiaries hereunder, upon substantially the same terms and conditions as those set forth herein, and thereafter to administer the trust property as a single trust hereunder.

25. To make purchases and sales, outright or financed, by way of short sales, puts, calls, straddles, and sales against the box, on margin or otherwise, covered or uncovered, whether of commodities, precious metals, financial instruments, contracts for future delivery, or other investment media, however speculative, and for the purpose of enabling the trustee to exercise the powers granted under this subparagraph, to maintain and operate margin accounts, discretionary accounts, or any other type of brokerage accounts, and to pledge or mortgage the trust property as security for loans or advances made to the trustee in conjunction with any transactions permitted under this subparagraph.

26. To retain or invest in (alone or jointly with others) life insurance, annuity or endowment policies, or policies incorporating combined life, annuity or endowment features ("insurance policies"), in such form, on such life or lives and on such terms as the trustee considers advisable.

27. To make such elections and allocations under the tax laws permitted to be made by the trustee as the trustee considers advisable (whether or not the election relates to trust property), without regard to, or adjustments between principal and income or the relative interests of the beneficiaries.

B. The powers granted in this Article may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court respecting the exercise of any power or discretion granted in this instrument.

D. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.



E. Notwithstanding any other provision of this instrument, the trustee of the Marital Trust (i) shall make any unproductive property productive, or shall convert it into productive property, within a reasonable time following a written direction from my spouse, including in the case of proceeds of any retirement plan (as defined earlier in this Article) that is accumulating earnings in the plan, by withdrawal of those proceeds from the plan, and (ii) shall not commingle for investment purposes the trust property with the property of any other trust held hereunder.

F. Despite any other provisions of this instrument to the contrary, the trustee shall allocate to income from distributions to the Marital Trust in any calendar year from any individual retirement account an amount equal to the income earned by the individual retirement account in such year. If the distributions from the individual retirement account in any year to the Marital Trust shall be less than the amount of income earned by the individual retirement account in such year, my spouse shall have the right to require the trustee to withdraw from the individual retirement account and distribute to my spouse as income from the Marital Trust an additional amount so that my spouse can be paid an amount equal to such income. If at any time, the Internal Revenue Service shall determine that all income earned in the individual retirement account in a given year does not have to be distributed to my spouse in order for the Marital Trust to be eligible for the federal estate tax marital deduction, only such amount required for such qualification shall be distributed to my spouse or subject to my spouse's right of withdrawal.

G. Any person named herein or appointed hereunder as trustee shall serve in such capacity without compensation, except that such person shall be entitled to reasonable compensation for extraordinary services. The compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. Such compensation may be charged to principal or to income or partly to each in the discretion of the trustee. Except with respect to the Marital Trust, such compensation may be charged to principal or to income or partly to each in the discretion of the trustee.

ARTICLE XI

Administrative Powers and Rules

The provisions of this Article shall apply to each trust held under this instrument:

A. If a beneficiary eligible to receive income or principal distributions is disabled at the time of distribution, then the trustee may, without further responsibility, either (i) make those distributions to the beneficiary directly, to a lawful guardian of the beneficiary, or to a qualified individual or trust company designated by the trustee as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or (ii) expend that distributable property for the benefit of the beneficiary in such manner as the trustee considers advisable. Determinations made by the trustee under this paragraph in good faith shall be conclusive on all persons.

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B. Income distributions required hereunder shall be made in quarterly or monthly installments, as the trustee determines. Except as otherwise provided in this instrument, all net income accrued or undistributed at the termination of any interest shall be treated as if it had accrued or been received immediately after that termination.

C. In determining whether to make discretionary distributions of net income or principal to a beneficiary, the trustee may consider such circumstances and factors as the trustee believes are relevant, including the other income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets, and the tax consequences of any such distribution. I request, but do not require, that the trustee consider the suggestions of my spouse as to the needs of each person (including my spouse) to whom payments may be made. In no event, however, shall the trustee be obligated to follow such suggestions. As used throughout this instrument:

1. The term "support" means support in reasonable comfort;
2. The term "education" includes, but is not limited to, the expenses of private schooling at the elementary and secondary school level, college, graduate and professional schools, and specialized or vocational training; and
3. The term "health" shall be construed liberally to include all forms of mental or physical health care, including, but not limited to, nursing home or other extended care.

D. Notwithstanding any other provision of this instrument, I hereby limit the general discretionary powers of the trustee so that (i) no trustee shall participate in any decision regarding a discretionary distribution to that trustee personally, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Code, and (ii) no trustee may use trust income or principal to discharge the legal obligation of that trustee individually to support or educate a beneficiary hereunder.

E. To the fullest extent permitted by law, (i) no power of appointment shall be subject to involuntary exercise, and (ii) no interest of any beneficiary shall be subject to anticipation, to claims for alimony, maintenance, or support, to voluntary transfer without the written consent of the trustee, or to involuntary transfer in any event.

F. The trustee shall distribute any trust principal or net income as to which a power of appointment is exercised to the designated appointee or appointees (whether living at the time of exercise or thereafter born) upon such conditions and estates, in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. To be effective, the exercise of any power of appointment granted hereunder shall make specific reference to the provision creating the power.

In determining whether a testamentary power of appointment has been exercised, the trustee, without liability, may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within three months after the holder's death.

G. Notwithstanding any other provision of this instrument, at the end of twenty-one years after the death of the last to die of myself, my spouse, and all descendants of mine who are living at my death, the trustee shall distribute the principal of the trust to the beneficiary for whom the trust is named.

H. Upon making any payment or transfer, the trustee 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 a trust, that trust shall terminate and the trustee shall be fully discharged as to that trust.

ARTICLE XII Personal Representative Nomination and Powers

A. I name my spouse, my son Marty, my son Michael and my son Dan, or the survivors or survivor of them, as personal representative of this will.

B. If the appointment of a personal representative is necessary or desirable in any jurisdiction in which no personal representative herein named is able and willing to act, I name as my personal representative in that jurisdiction such person or corporation as may be designated in an instrument signed by my spouse, if legally competent, otherwise by the person or persons then serving as personal representative of this will.

C. I give my personal representative, wherever acting:

1. All the same powers and discretion with respect to my estate during administration that are given to the trustee under the preceding provisions of this instrument (including the power to sell real or personal property at public or private sale for any purpose and to hold title to property in the name of a nominee);

2. Power to disclaim, in whole or in part, any property or interest therein which passed to me or which was created for my benefit, for any reason; and

3. Power to distribute to the beneficiary of a trust under this will any property or portion thereof given to the trustee of that trust if, pursuant to the terms of that trust, the property would immediately be subject to final distribution directly to the beneficiary with no discretion in the trustee to withhold it (because of age or disability), and the receipt of the beneficiary shall discharge my personal representative.

D. The powers granted to my personal representative hereunder shall be in addition to all other powers granted by law and shall be exercisable in the discretion of my personal representative and without court order. To the extent such requirements can be legally waived, no personal representative shall be required to file an inventory or appraisal, or account to any court, or obtain the order or approval of any court before exercising any power or discretion granted in this will. I contemplate that my personal representative may take possession of assets of my estate if, in my personal representative's sole discretion, such action is necessary for purposes of estate administration. I hereby exonerate my personal representative of any liability under Ala. Code Section 43-2-840 in taking possession of any assets of my estate. No personal representative shall be required to furnish bond or security.

E. My personal representative shall make such elections and allocations under the tax laws as my personal representative considers advisable (whether or not the election or allocation relates to property passing under this will), without regard to, or adjustments between, principal and income or the relative interests of the beneficiaries. Any decision to exercise tax elections or make allocations hereunder shall be made by my domiciliary personal representative, if any, in preference to any ancillary personal representative, and shall be binding and conclusive on all persons.

F. If any portion of my estate is distributable to a beneficiary who is then under the age of twenty-one years, my personal representative may distribute that beneficiary's share, without further responsibility, either directly to that beneficiary, to a qualified individual or trust company designated by my personal representative as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or to the individual having personal custody of that beneficiary (whether or not court-appointed), and the receipt of the distributee shall discharge my personal representative.

G. Any person named herein as personal representative shall serve in such capacity without compensation, except that such person shall be entitled to reasonable compensation for extraordinary services. The compensation of a corporate personal representative shall be in accordance with its published schedule of fees as in effect at the time the services are rendered.

ARTICLE XIII Interpretive Rules

For all purposes of this instrument:

A. If my spouse and I die under circumstances that do not permit a determination of the actual sequence of our deaths, my spouse shall be treated as having survived me.

B. In determining who is a descendant of mine or of any other person:

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1. Legal adoption before the adopted person reached the age of twenty-one years, but not thereafter, shall be equivalent to blood relationship; and

2. A person born out of lawful wedlock and those claiming through that person shall be deemed to be descendants of (i) the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, the natural father and his ancestors, in each case unless a decree of adoption terminates such natural parent's parental rights.

C. Whenever reference is made to the descendants, "per stirpes," of a person, representation shall be calculated from the generation of that person's children, whether or not a child of that person in fact is living at the time of calculation.

D. A person shall be considered "disabled" if a minor, if under legal disability, or if in any condition (whether temporary or permanent) which substantially impairs that person's ability to transact ordinary business.

E. The term "trustee" and any pronoun referring to that term designate the trustee or trustees at any time acting hereunder, regardless of number.

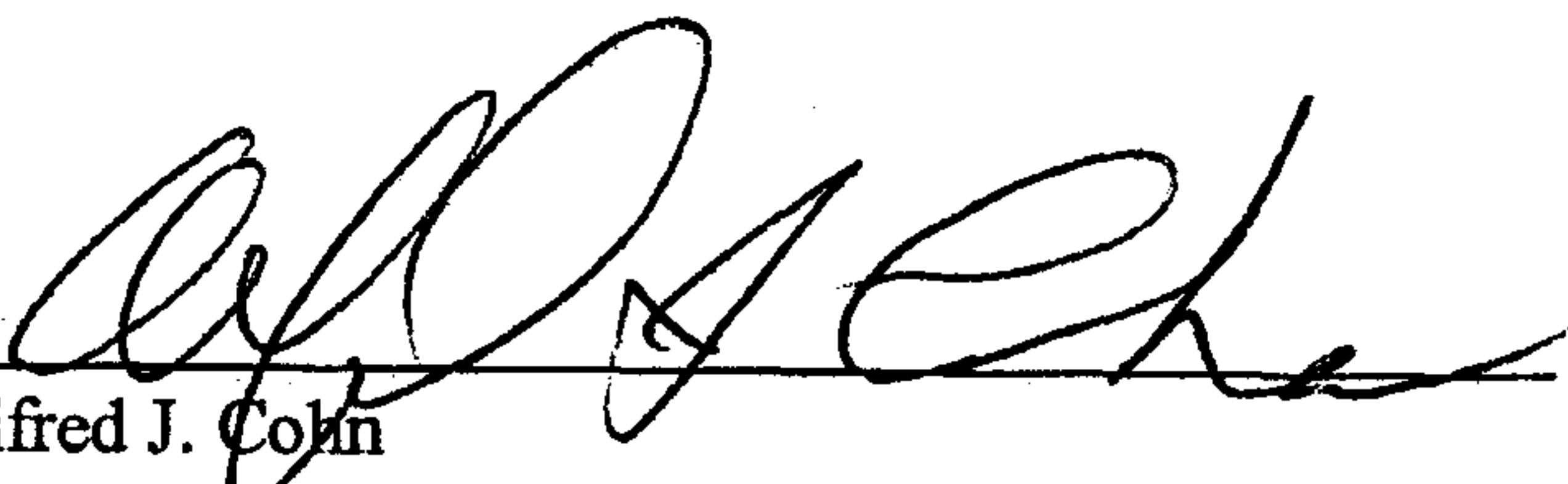
F. The term "lawful guardian" means successively in the order named, (i) the court-appointed conservator of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not court-appointed) where no conservator has been appointed.

G. The term "Code" means the Internal Revenue Code of 1986, as from time to time amended.

H. All provisions of this instrument relating to the trusts created hereunder shall be governed by and interpreted in accordance with the laws of the State of Alabama.


I. The term "personal representative" means any court-appointed fiduciary or fiduciaries of my estate from time to time qualified and acting in any jurisdiction and shall include "executor" as provided in Ala. Code Section 43-8-1.


I signed this will on August 18, 2000.



Alfred J. Cohn

On the date last above written, we saw Alfred J. Cohn, in our presence, sign the foregoing instrument at its end. He then declared it to be his will and requested us to act as witnesses to it. We

then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

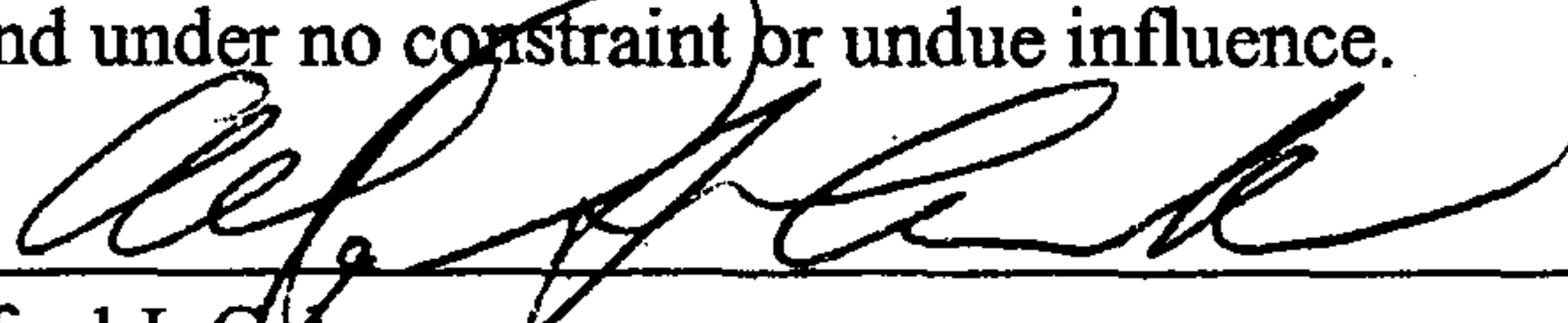

600 North 20th Street, Suite 400
Birmingham, Alabama 35203


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Birmingham, Alabama 35203


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Affidavit

I, Alfred J. Cohn, the testator, sign my name to this instrument this 18th day of August, 2000, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly (or willingly direct another to sign for me), that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

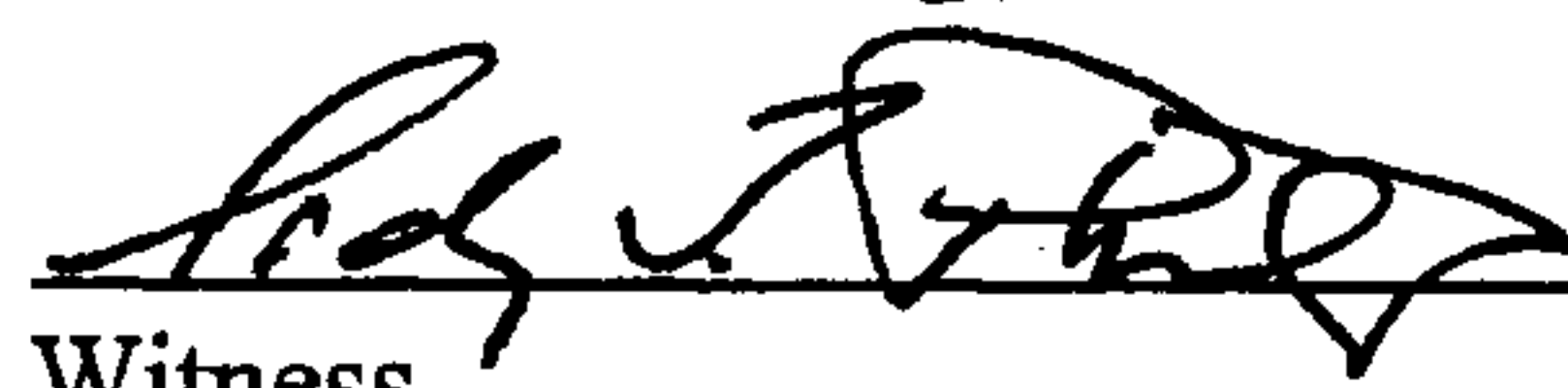


Alfred J. Cohn

We, Jackson M. Payne and Sidney T. Philips, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as his last will and that he signs it willingly (or willingly directs another to sign for him), and that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the testator's signing, and that to the best of our knowledge the testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.



Witness

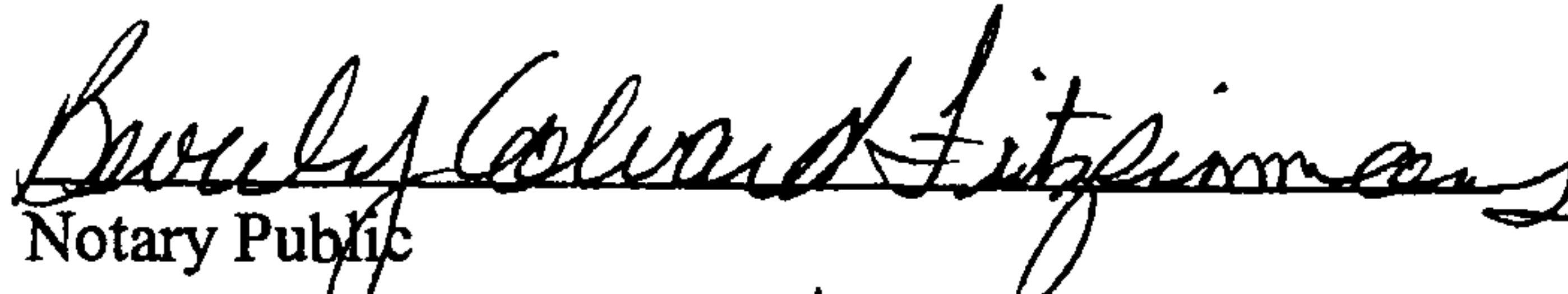


Witness

STATE OF ALABAMA)

JEFFERSON COUNTY)


Subscribed, sworn to and acknowledged before me by Alfred J. Cohn, the testator, and subscribed and sworn to before me by Jackson M. Payne and Sidney T. Philips, witnesses, this 18th day of August, 2000.



Notary Public

My commission expires: July 16, 2001

SEAL


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JR 2698 PG 459

CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA
JEFFERSON COUNTY

203502

I, Alan L. King, 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 ALFRED J. COHN Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume JP2698 Page 440-458

In witness of all which I have hereto set my hand, and the seal of the said Court, this date FEBRUARY 5, 2009.

Alan L. King

, Judge of Probate



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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

IN THE MATTER OF:

THE ESTATE OF:

ALFRED J. COHN
DECEASED)
)
)
)
)
)IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 203502

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Linda L. Cohn, Martin J. Cohn, Michael D. Cohn, and Daniel E. Cohn and filed a petition in writing, under oath, therewith producing and filing in this Court an instrument of writing purporting to be the Last Will and Testament of Alfred J. Cohn, deceased, said will bearing date, August 18, 2000, and attested by Jackson M. Payne, Sidney T. Philips, and Beverly Colvard Fitzsimmons; and praying that the same be probated as provided by law; that the petitioners are the spouse and children of said deceased, and are named in said Will as co-executors thereof; and that the next of kin of said deceased are as follows, to-wit: Linda L. Cohn, spouse, Birmingham, Alabama, Martin J. Cohn, son, Gainesville, Florida, Michael D. Cohn, son, Ft. Lauderdale, Florida, and Daniel E. Cohn, son, West Hollywood, California, of whom are over nineteen years of age and of sound mind.

And thereupon comes each of the above named next of kin expressly waiving all notice of the petition to probate said will and consenting that the same be probated at once, and the court having ascertained by sufficient evidence that the signatures affixed to said waivers of notice and acceptances of service are the genuine signatures of said next of kin; now on motion of said petitioners, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that said instrument is



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the genuine Last Will and Testament of said deceased, and that such instrument should be probated as the Last Will and Testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of Alfred J. Cohn, deceased, and **ORDERED** to be recorded together with the proof thereof and all other papers on file relating to this proceeding. It is further **ORDERED** that petitioners pay the costs of this proceeding.

DONE this date, February 5, 2009.

Alan L. King

Judge of Probate


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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

IN THE MATTER OF THE ESTATE OF)
)
 ALFRED J. COHN, DECEASED)

PROBATE COURT OF
 JEFFERSON COUNTY, ALABAMA

CASE NO.

-203502 - -

PETITION FOR LETTERS TESTAMENTARY
WITHOUT BOND

Come your petitioners, Linda L. Cohn, Martin J. Cohn, Michael D. Cohn and Daniel E. Cohn, and show this Court the following facts:

1. In the Last Will and Testament of Alfred J. Cohn, deceased, which said Will has been or shall be duly probated and admitted to record in this Court, your petitioners are named as the personal representatives thereof.

2. Your petitioners are above the age of nineteen (19) years, and are not disqualified under the law from serving as such personal representatives. Under the terms of the decedent's Will, his personal representative is exempted from giving any bond as such personal representative.

3. The decedent died seized and possessed of certain real and personal property, the value of which is estimated, in the aggregate, to be in excess of \$10,000.

WHEREFORE, to the end that the properties constituting said estate may be collected and preserved for those who appear to have a legal interest therein, and that said Will may be executed according to the requests and directions of the decedent, your petitioners pray that the Judge of Probate of this Court will grant letters testamentary to the petitioners without entering into bond, as is provided by the terms of said Will and authorized by Ala. Code §43-2-91. This Petition does not require verification under the applicable statutes.

Attorney for Petitioner:

Mr. Jackson M. Payne
 Leitman, Siegal & Payne, P.C.
 600 North 20th Street, Suite 400
 Birmingham, Alabama 35203
 (205) 251-5900

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 Shelby Cnty Judge of Probate: AL
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FILED IN OFFICE THIS 5th DAY OF
February, 20 09, PRAYER
 GRANTED AND PETITION ORDERED RECORDED

Alan L. King
 JUDGE OF PROBATE

Linda L. Cohn

Linda L. Cohn
 4825 Old Leeds Road
 Birmingham, AL 35213

Martin J. Cohn

Martin J. Cohn
 3711 SW 77th Street
 Gainesville, FL 32608-3602

Michael D. Cohn

Michael D. Cohn
 501 SE 2nd Street #1518
 Ft. Lauderdale, FL 33301

Daniel E. Cohn

Daniel E. Cohn
 1210 N Flores Street, Apartment 2
 West Hollywood, CA 90069-2929

LETTERS TESTAMENTARY

PROBATE - 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMAALFRED J. COHN

Deceased

CASE NO. 203502**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 LINDA L. COHN, MARTIN J. COHN, MICHAEL D. COHN, AND DANIEL E. COHN 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, FEBRUARY 5, 2009.


(SEAL)

Alan L. King
Judge of Probate

I, Alan L. King, Judge 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, _____.

Judge of Probate


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Shelby Cnty Judge of Probate, AL
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LETTERS TESTAMENTARY

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

ALFRED J. COHN

Deceased

CASE NO. 00-203502

UPDATED
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 **LINDA L. COHN, MARTIN J. COHN, MICHAEL D. COHN AND DANIEL E. COHN**

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, FEBRUARY 5, 2009.


(SEAL)


ALAN L. KING

Judge of Probate

I, S. J. Rhodes, Chief Clerk of the Probate Court 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, MAY 16, 2013.


Chief Clerk


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Shelby Cnty Judge of Probate, AL
05/28/2013 03:12:17 PM FILED/CERT

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT
CASE NO. 00-203502

I, S.J. RHODES, 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 SELF-PROVED WILL, FOUR SIGNED WAIVERS OF NOTICE, (19 Page) LAST WILL AND TESTAMENT, CERTIFICATE TO THE PROBATE OF WILL, ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT, PETITION FOR LETTERS OF TESTAMENTARY WITHOUT BOND, ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND, LETTER OF TESTAMENTARY AND ONE UPDATED LETTER OF TESTAMENTARY**

in the matter of THE ESTATE OF ALFRED J. COHN, DECEASED

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

Given under my hand and seal of said Court, this

the 16th day of MAY, 2013

S.J. Rhodes

Chief Clerk



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Shelby Cnty Judge of Probate, AL
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