

**Certification of Trust for the
Suzanne B. Keating Revocable Trust
dated October 3, 1990**

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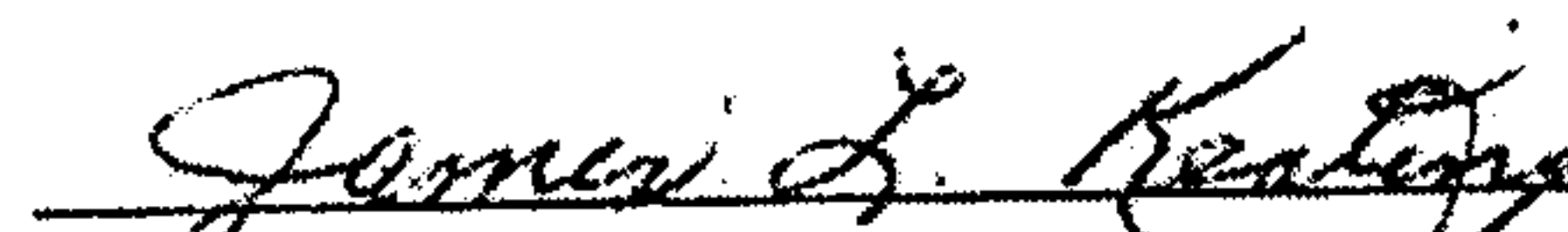
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Pursuant to Ala. Code Section 19-3B-1013, this Certification of Trust is signed by all the currently acting Trustees of the Suzanne B. Keating Revocable Trust dated October 3, 1990, as restated on September 18, 2012, who declare:

1. The Grantor of the trust is Suzanne B. Keating. The trust is revocable by the Grantor.
2. The Trustees of the trust are Suzanne B. Keating and James L. Keating. The signature of one Trustee is sufficient to exercise the powers of the Trustee.
3. The tax identification number of the trust is the Social Security number of Suzanne B. Keating.
4. Title to assets held in the trust will be titled as:
Suzanne B. Keating and James L. Keating, Trustees of the Suzanne B. Keating Revocable Trust dated October 3, 1990, and any amendments thereto.
5. An alternative description will be effective to title assets in the name of the trust or to designate the trust as a beneficiary if the description includes the name of at least one initial or successor Trustee, any reference indicating that property is being held in a fiduciary capacity, and the date of the trust.
6. Excerpts from the trust document that establish the trust, designate the Trustee, and set forth the powers of the Trustee will be provided upon request. The powers of the Trustees include the power to acquire, sell, assign, convey, pledge, encumber, lease, borrow, manage, and deal with real and personal property interests.
7. The terms of the trust provide that a third party may rely upon this Certification of Trust as evidence of the existence of the trust and is specifically relieved of any obligation to inquire into the terms of this trust or the authority of my Trustee, or to see to the application that my Trustee makes of funds or other property received by my Trustee.
8. The trust has not been revoked, modified, or amended in any way that would cause the representations in this Certification of Trust to be incorrect.

September 18, 2012


Suzanne B. Keating, Trustee


James L. Keating, Trustee


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STATE OF ALABAMA

)
) ss.

COUNTY OF JEFFERSON

)

On this day, September 18, 2012, before me personally appeared Suzanne B. Keating and James L. Keating, as Trustees, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individuals whose names are subscribed to the foregoing Certification of Trust, and acknowledged that they executed the same as their voluntary act and deed for the purposes therein contained.

Witness my hand and official seal.

[Seal]

William H. McGowen III

Notary Public, State of Alabama at Large

My commission expires: May 21, 2013



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The Suzanne B. Keating Revocable Trust

Article One Establishing My Trust

On October 3, 1990, I established the Suzanne B. Keating Revocable Trust, and reserved the right to amend the trust, in whole or in part. As more specifically described in Section 1.01 below, I previously exercised my restatement right on January 11, 2006. On this day, September 18, 2012, I again exercise my power to amend my trust instrument in its entirety, so that after amendment the Suzanne B. Keating Revocable Trust now states:

The parties to this restated trust are Suzanne B. Keating (the *Grantor*) and Suzanne B. Keating and James L. Keating (collectively, my *Trustee*).

I intend to create a valid trust under the laws of Alabama and under the laws of any state in which any trust created under this trust document is administered. The terms of this trust prevail over any provision of Alabama law, except those provisions that are mandatory and may not be waived.

Section 1.01 Identifying My Trust

To the extent practicable, for the purpose of transferring property to my trust or identifying my trust in any beneficiary or pay-on-death designation, my trust should be identified as:

“Suzanne B. Keating and James L. Keating, Trustees, of the Suzanne B. Keating Revocable Trust dated October 3, 1990, and any amendments thereto.”

On October 3, 1990, my husband and I created The Suzanne B. Keating Revocable Trust. Under Article Six thereof, I reserved the right to amend, alter, or revoke the agreement, in whole or in part, by an instrument in writing signed by me and delivered to the Trustee during my lifetime. On January 11, 2006, I made a complete amendment and restatement pursuant to such Article Six; in particular, it constituted a complete amendment by way of restatement of The Suzanne B. Keating Revocable Trust dated October 3, 1990, and that document was superseded. Nevertheless, any instruments serving to vest title in the Trustees under the original trust agreement dated October 3, 1990 shall be deemed to vest identical title in the Trustees hereunder. Future references to the trust as to name may be made simply to “The Suzanne B. Keating Trust” or to “The Suzanne B. Keating Revocable Trust,” but all such references shall be deemed to refer to this amended and restated trust. Similarly, future references to the trust as to date may be made either to the original date of October 3, 1990, to the restated date of January 11, 2006, or to this restated date of September 18, 2012, but all such references shall be deemed to refer to this amended and restated trust.

Section 1.02 Reliance by Third Parties

To protect the confidentiality of this instrument, my Trustee may use an affidavit or a certification of trust that identifies my Trustee and sets forth the authority of my Trustee to transact business on behalf of my trust instead of providing a copy of this instrument. The affidavit or certification may include pertinent pages from this instrument, including title or signature pages. A third party dealing with my Trustee is not required to inquire into the terms of this instrument or my Trustee's authority, to see to the proper application of money paid or property delivered to my Trustee, or to inquire into my Trustee's authority as to any transaction.

Section 1.03 Transferring Property to My Trust

By executing this instrument, I transfer, convey, and assign to my Trustee the trust property described in the attached Schedule A. I also transfer, convey, and assign to my Trustee all of my real and personal property that is permitted by law to be held in trust, wherever situated and whether tangible or intangible, unless specifically reserved as having not been transferred to the trust. My Trustee accepts and agrees to hold the property transferred to the trust as trust property. Any additional property transferred to my trust must be accepted by my Trustee. My Trustee shall hold, administer, and dispose of all accepted trust property for my benefit and for the benefit of my beneficiaries, in accordance with the terms of this instrument. Any community property conveyed to my trust, including the net income from community property and the proceeds from the sale of community property, will retain its character as community property while my husband and I are alive and married to the same extent as if it had not been conveyed to my trust.

Section 1.04 Powers Reserved by Me as Grantor

As Grantor, I retain the powers set forth in this Section in addition to any powers that I reserve in other provisions of this instrument.

(a) Action on Behalf of My Trust

Whenever I am serving as Trustee, I may act for and conduct business on behalf of my trust without the consent of any other Trustee. Whenever my husband and I are serving together as Co-Trustees, he may make all decisions and exercise all powers and discretions granted to my Trustee under this trust created under this instrument without the consent of any other Trustee.

(b) Amendment, Restatement, or Revocation

I may amend, restate, or revoke this instrument, in whole or in part, for any purpose. Any amendment, restatement, or revocation must be made in writing and delivered to the then-serving Trustee.

(c) Addition or Removal of Trust Property

I may add property to my trust and may remove any property from my trust at any time. Community property removed from my trust will retain its character as community property.

(d) Control of Income and Principal Distributions

I retain the right to control the distribution of income and principal from my trust. I may direct my Trustee to distribute as much of the net income and principal of the trust property as I consider advisable to me or to other persons or entities. My Trustee may distribute the net income and principal to me or for my unrestricted use and benefit, even to the exhaustion of all trust property. Any undistributed net income is to be added to the principal of my trust.

(e) Approval of Investment Decisions

I reserve the absolute right to review and change my Trustee's investment decisions. But my Trustee is not required to seek my approval before making investment decisions.

During any period that my trust is a Grantor Trust, the Taxpayer Identification Number of my trust will be my Social Security number, in accordance with Treasury Regulation Section 301.6109-1(a)(2), or any other Tax Identification Number issued in accordance with the Treasury Regulations.

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Article Three Trustee Succession

Section 3.01 Resignation of a Trustee

A Trustee may resign by giving written notice to me. If I am incapacitated or deceased, a Trustee may resign by giving written notice to the trust's Income Beneficiaries and to any Co-Trustees.

Upon the resignation of James L. Keating, Suzanne B. Keating, Michelle Renee Hendrickson, Kimberly Kay Winters, Lisa Sue Miller or Karen Kristine Keating-Silve as Trustee, the resigning Trustee may appoint the resigning Trustee's successor in the manner set forth in Section 3.10, concurrent with the written notice described above. If the resigning Trustee fails to make the appointment, the other provisions of this Article regarding Trustee succession upon incapacity or death will govern, and the next named successor or successors to the resigning Trustee will serve in the order listed. Likewise, if no named successors are available to serve and the resigning Trustee fails to designate a successor, the other provisions of this Article regarding the filling of a vacant Trustee office will govern.

Section 3.02 Trustee Succession while I Am Alive

This Section governs the removal and replacement of my Trustees while I am alive.

(a) My Right to Remove and Replace Trustees

I may remove any Trustee with or without cause at any time. If a Trustee is removed, resigns, or cannot continue to serve for any reason, I may serve as sole Trustee, name a Trustee to serve with me, or name a successor Trustee.

(b) During My Incapacity

During any time that I am incapacitated, I name my husband as my Trustee. If my husband is unable or unwilling to serve for any reason, then I name the following to serve as my successor Trustee in the order named:

Lisa Sue Miller; and then

Michelle Renee Hendrickson, Kimberly Kay Winters, and
Karen Kristine Keating-Silve, to serve jointly, or the
survivor of them

If I am incapacitated, my husband, or if he is also incapacitated or deceased, a majority of my children may remove any Trustee, with or without cause. If I am incapacitated and no successor Trustee has been named, my husband shall name an individual or corporate fiduciary to serve as my successor Trustee. If my husband is incapacitated or deceased, a majority of my children shall name my successor Trustee. But if a Trustee vacancy arises due to resignation, and the resigning Trustee is

one of the Trustees identified in Section 3.01, the previous provisions apply only if the resigning Trustee fails to appoint a successor Trustee in the manner more fully set forth in Section 3.01.

Section 3.03 Trustee Succession after My Death

This Section governs the removal and replacement of my Trustees after my death.

(a) Successor Trustee

Upon my death, I name the following to serve as my successor Trustee, in the order named, replacing any then-serving Trustee:

James L. Keating; then

Lisa Sue Miller; and then

Michelle Renee Hendrickson, Kimberly Kay Winters, and
Karen Kristine Keating-Silve, to serve jointly, or the
survivor of them

(b) Removal and Replacement of Trustees

My husband may remove a Trustee of any trust created under this instrument at any time, with or without cause.

If my husband is unable to act, a majority of the Income Beneficiaries of any trust created under this instrument may remove a Trustee of the trust at any time, with or without cause.

A Trustee may be removed under this Subsection only if the person with the right of removal names an individual or a corporate fiduciary that simultaneously begins service as Trustee by the effective removal date.

If the office of Trustee of a trust created under this instrument is vacant and no designated successor Trustee is able and willing to act as Trustee, my husband will name a successor Trustee. If my husband is unable or unwilling to act, a majority of the Income Beneficiaries shall name a successor Trustee. Any Trustee appointed under this Section must be an Independent Trustee. The right to remove or name a Trustee under this Subsection does not grant the person holding that right any of the powers of the Trustee. If a beneficiary is a minor or is incapacitated, the beneficiary's parent or Legal Representative may act on his or her behalf.

But if a Trustee vacancy due to resignation arises, and the resigning Trustee is one of the Trustees identified in Section 3.01, the previous provisions apply only if the resigning Trustee fails to appoint a successor Trustee in the manner more fully set forth in Section 3.01.

(c) Trustees of My Trusts for the Benefit of My Children

Upon the death of my husband and the subsequent funding of the trust shares I have provided for the benefit of my children, it is my intent that each of my children shall serve as the sole initial Trustee of their respective trust. As otherwise provided in this Article, they should be

constantly aware of their ability to appoint a Co-Trustee or a Special Independent Trustee if necessary or advisable. I encourage them to seek legal counsel in considering making an appointment under the applicable Sections of this Article.

Section 3.04 Unfilled Vacancy

Any beneficiary may petition a court of competent jurisdiction to name a successor Trustee to fill any vacancy remaining unfilled after a period of 30 days. The court petitioned to name a Trustee will acquire jurisdiction over the trust only to the extent necessary to make the appointment. A minor or incapacitated beneficiary's parent or Legal Representative may act on his or her behalf.

Section 3.05 Appointment of a Co-Trustee

Any individuals serving as my Trustee may name an individual or a corporate fiduciary as a Co-Trustee. The appointed Co-Trustee will not become a successor Trustee upon the death, resignation, or incapacity of the Trustee or Trustees naming the Co-Trustee, unless specifically named under this instrument's terms. The appointment of a Co-Trustee made under this Section may be revoked at any time with or without cause.

Section 3.06 Corporate Fiduciaries

Any corporate fiduciary serving under this instrument as a Trustee must be a bank, trust company, or public charity that is qualified to act as a fiduciary under applicable federal or state law and must be an Independent Trustee.

Section 3.07 Incapacity of a Trustee

If any individual Trustee becomes incapacitated, the incapacitated Trustee need not resign as Trustee. For Trustees other than me, a written, good-faith declaration of incapacity by the Co-Trustee or, if none, by the party designated to succeed the incapacitated Trustee, will terminate the trusteeship. If the Trustee designated in the written declaration objects in writing to termination of the trusteeship within five days of receiving the declaration of incapacity, a written opinion of incapacity signed by a physician who has examined this Trustee must be obtained before the trusteeship will be terminated for incapacity. The Trustee objecting to termination of trusteeship must sign the necessary medical releases needed to obtain the physician's written opinion of incapacity, or the trusteeship will be terminated without the physician's written opinion.

Section 3.08 Appointment of Independent Special Trustee

If the Trustee of any trust created under this instrument is unwilling or unable to act with respect to any trust property or any provisions of this instrument for any reason, the Trustee may name a corporate fiduciary or an individual to act as an Independent Special Trustee with respect to the property or provision. The appointing Trustee may revoke the appointment at will.

An Independent Special Trustee may exercise all fiduciary powers granted by this instrument unless expressly limited elsewhere in this document or by the Trustee in the instrument naming the Independent Special Trustee. An Independent Special Trustee



may resign at any time by delivering written notice to the Trustee. Notice of resignation becomes effective in accordance with the notice's terms.

Section 3.09 Documenting Change of Trustee Status

Any appointment, removal, resignation, or other change in trusteeship must be in writing and signed by the person or persons exercising the power. The written notice must be dated, must specify the effective date and other terms regarding the change of Trustee status, and must be delivered as specified in Section 3.10 of this instrument.

Section 3.10 Notice of Removal and Appointment

Notice of removal must be delivered to the Trustee being removed, and to any other then-serving Trustees. The notice of removal will be effective in accordance with its provisions.

Notice of appointment must be delivered to the successor Trustee and any other then-serving Trustees. The appointment will become effective at the time of acceptance by the successor Trustee. A copy of the notice of appointment may be attached to this instrument.

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the remaining provisions of this trust are to be interpreted as if the invalid provision had never been included.

I have executed this restated trust on September 18, 2012. This restated trust instrument is effective when signed by me, whether or not now signed by a Trustee.

Suzanne B. Keating
Suzanne B. Keating, Grantor and Trustee

James L. Keating
James L. Keating, Trustee

STATE OF ALABAMA

)
) ss.

COUNTY OF JEFFERSON

)

On this day, September 18, 2012, before me personally appeared Suzanne B. Keating, as Grantor and as Trustee, and James L. Keating, as Trustee, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individuals whose names are subscribed to the foregoing restated trust instrument, and acknowledged that they executed the same as their voluntary act and deed for the purposes therein contained.

Witness my hand and official seal.

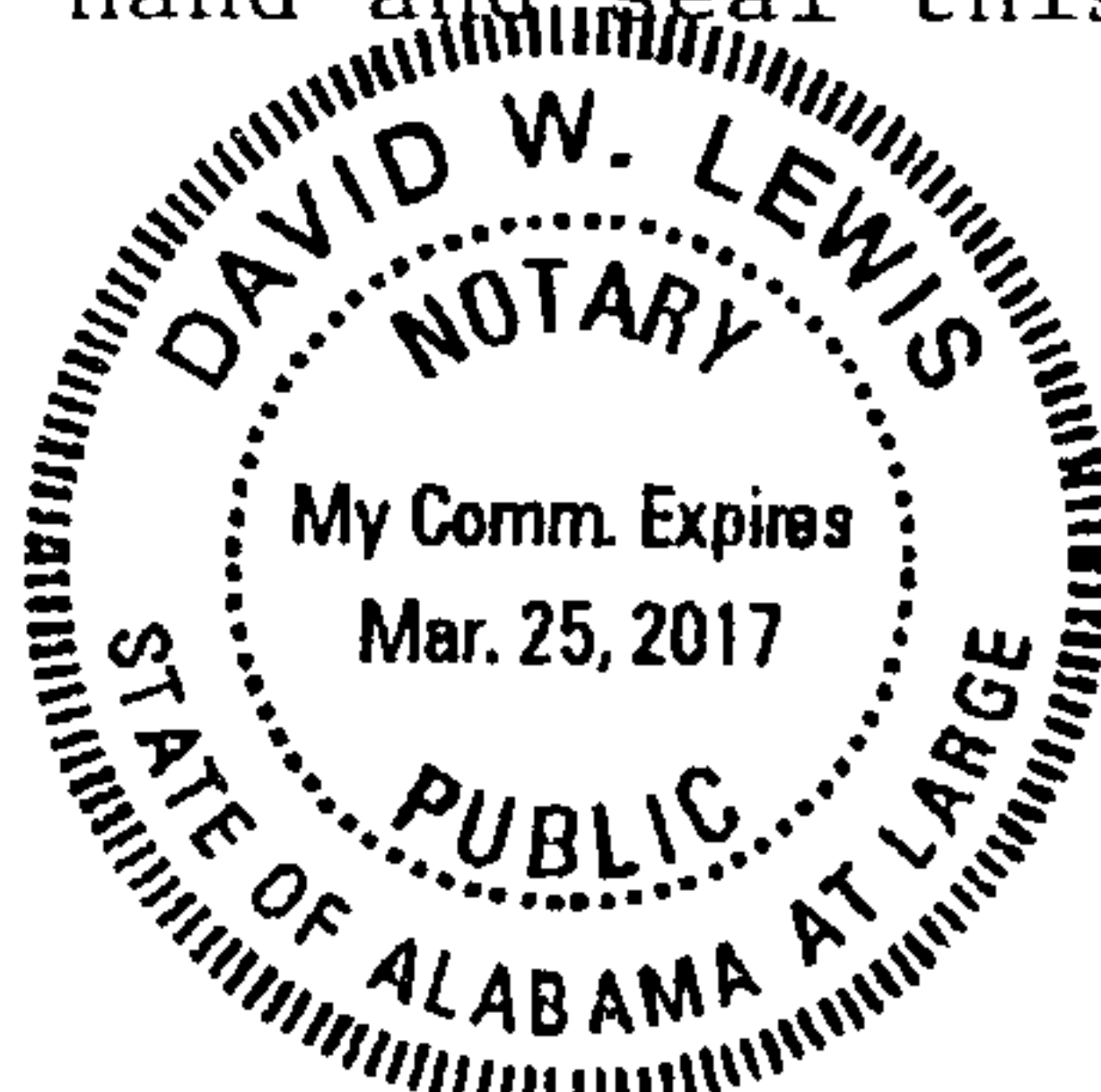
[Seal]

William W. McWhorter
Notary Public, State of Alabama at Large
My commission expires: May 21, 2013

THE ABOVE CERTIFICATION OF TRUST FOR THE SUZANNE B. KEATING REVOCABLE TRUST DATES OCTOBER 3, 1990 IS HEREBY CERTIFIED TO BE A TRUE AND CORRECT COPY OF THE ORIGINAL

Suzanne B. Keating, Trustee
SUZANNE B. KEATING, TRUSTEE

Given under my hand and seal this the 12th day of July, 2013.



David W. Lewis
Notary Public

