

**APPOINTMENT AND ACCEPTANCE OF SUCCESSOR TRUSTEE
FOR TESTAMENTARY TRUST U/W/O ILEANE H. MATTHEWS**

This Appointment and Acceptance of Successor Trustee for Testamentary Trust u/w/o Ileana H. Matthews is entered into on the 8th day of December, 2015 by Cynthia M. Mitchell, an Alabama resident (hereafter the "Appointer") and Jackie Harless, an Alabama resident (hereafter the "Successor Trustee") as follows:

WITNESSETH:

WHEREAS, Ileana H. Matthews, an Alabama resident (the "Testatrix"), died on the 20th day of June, 1999 and her Last Will and Testament dated the 5th day of June, 1999 (the "Will") has been admitted to probate by the Probate Court of Shelby County, Alabama; and

WHEREAS, Article IV of the Will of the Testatrix establishes a testamentary trust referred to therein as the "Family Trust" and also known as the Testamentary Trust under the Will of Ileana H. Matthews (the Trust"); and

WHEREAS, the Trust permits distributions of its income and principal to the spouse of the Testatrix and her descendants and, upon the death of her spouse, continues in trust for the descendants of the Testatrix until there is no living child of the Testatrix under age of twenty-five (25) years at which time the remaining principal and any accumulated income is payable to the then living descendants of the Testatrix, per stirpes; and

WHEREAS, the Will appointed the surviving spouse of the Testatrix, Charles W. Matthews, and James H. Weaver, Jr. to serve together as Trustees of the Trust; and

WHEREAS, under Article VII of the Will, if one of the named trustees of the Trust fail or ceases to serve for any reason after the death of the spouse of the Testatrix, then a majority of the beneficiaries to whom the current income may or must be distributed may appoint any person other than the spouse or any descendant of the Testatrix or any bank or trust company as successor trustee; and

WHEREAS, on the 30th day of September, 2015, Charles W. Matthews, the surviving spouse of the Testatrix and a Trustee of the Trust, died and, as a result, he ceased to serve as a Trustee of the Trust; and

WHEREAS, the remaining principal and any accumulated income of the Trust is now payable but is not yet distributed to the only living descendant of the Testatrix, who is Cynthia M. Mitchell, the Appointer; and

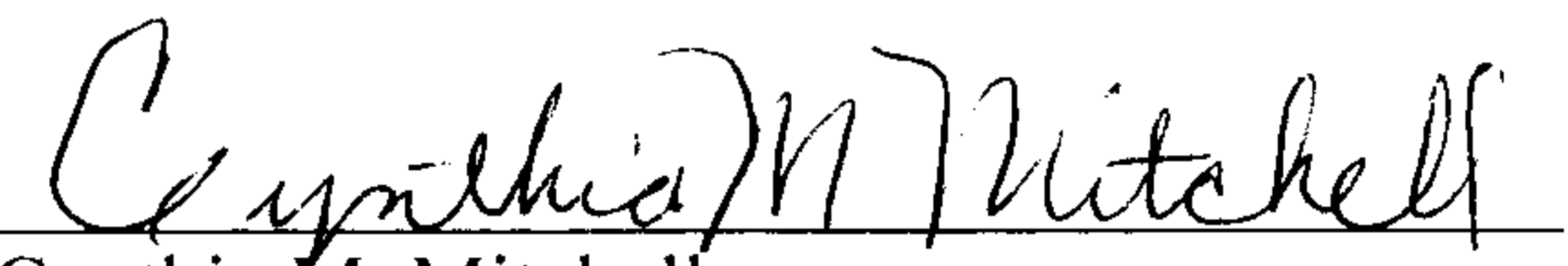
WHEREAS, the Appointer is only person to whom the current income of the Trust may or must be distributed and the Appointer wishes to appoint Jackie Harless as successor Trustee of the Trust to serve in the place and stead of Charles W. Matthews; and

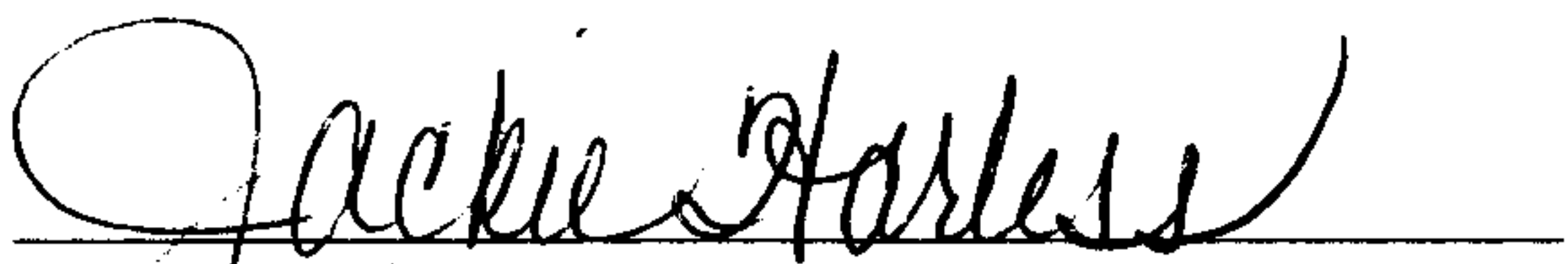
WHEREAS, the Successor Trustee wishes to accept the trusteeship of the Trust and all interest and property which may come to her by reason of the Trust, for the benefit and use of the beneficiaries of the Trust, all in accordance with the Trust; and

NOW, THEREFORE, in consideration of the above premises and mutual covenants and promises hereinafter set forth, the parties hereto agree as follows:

1. The Appointer hereby appoints Jackie Harless to serve as a Trustee of the Trust in the place and stead of Charles W. Matthews.
2. The Successor Trustee hereby agrees to serve as a Trustee of the Trust as set forth herein.

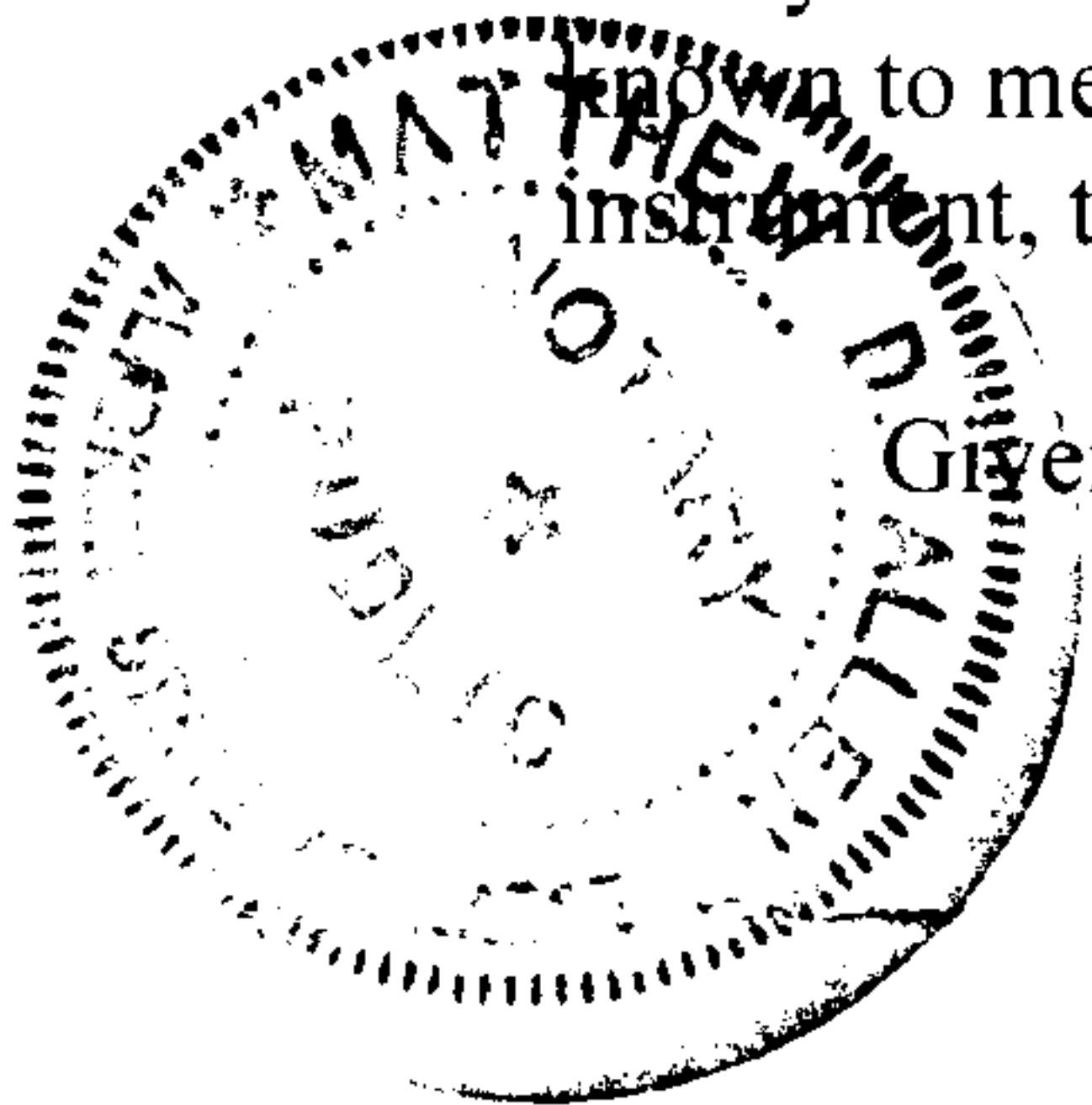
IN WITNESS WHEREOF, the parties have agreed to the terms hereof and have executed this agreement on the day and year first above written.

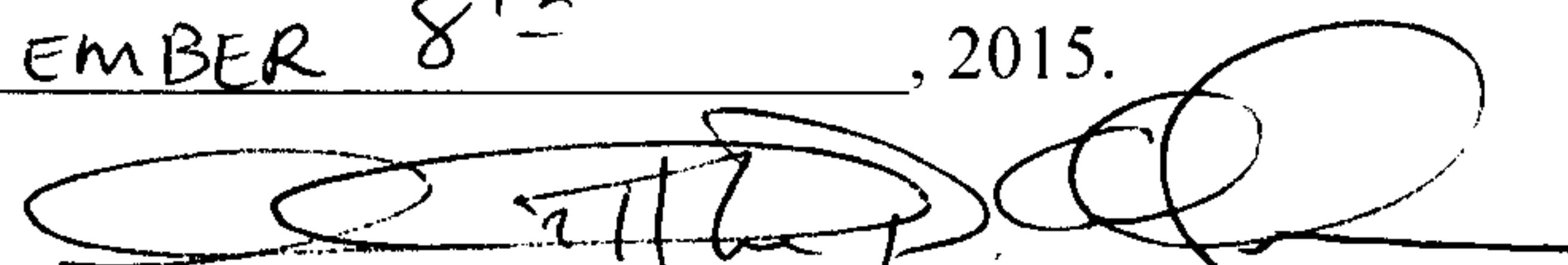

Cynthia M. Mitchell


Jackie Harless

I, the undersigned, a Notary Public in and for the State of Alabama at Large, hereby certify that Cynthia M. Mitchell, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, the said instrument was executed by her voluntarily on the day the same bears date.

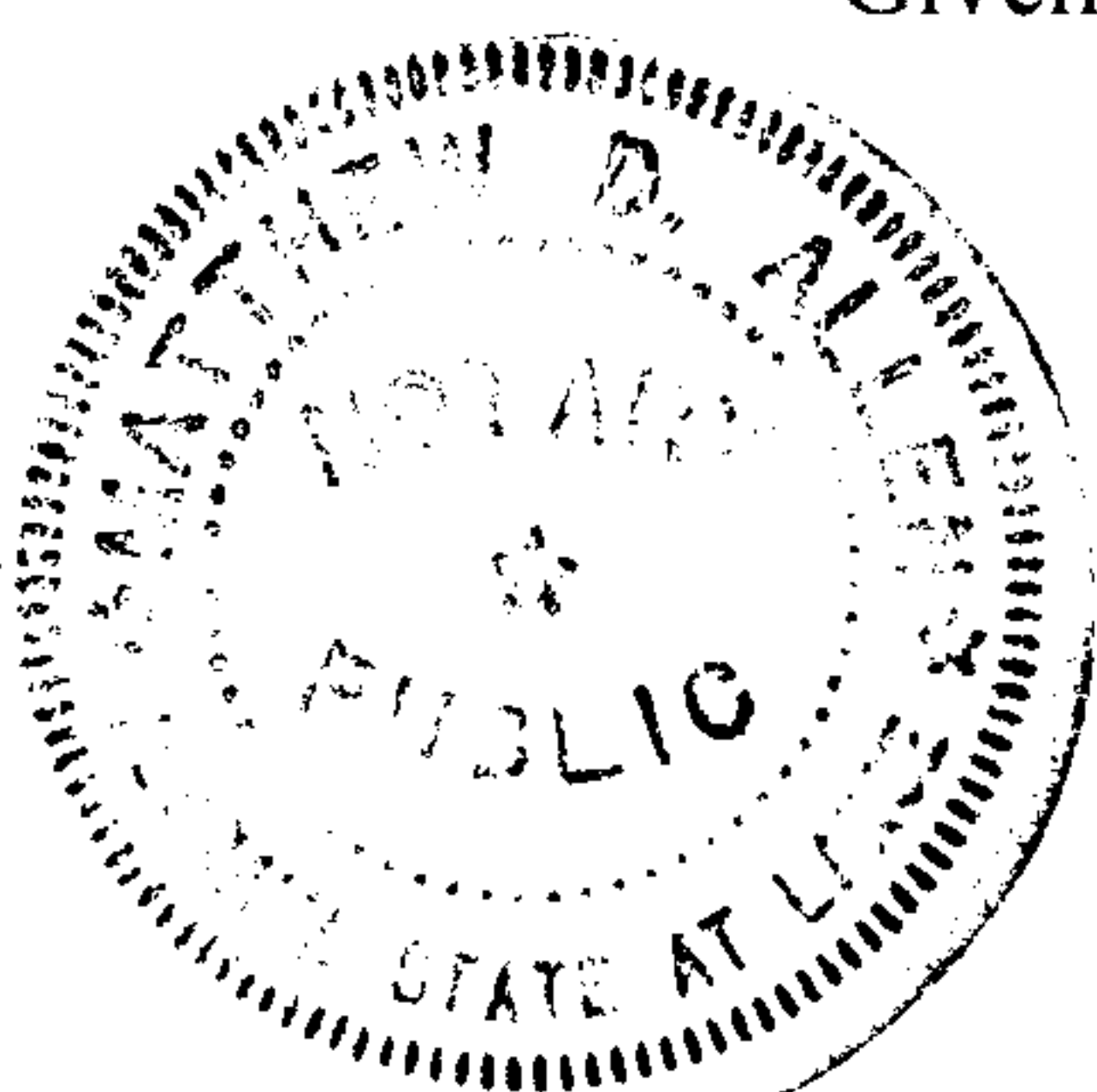
Given under my hand and seal on DECEMBER 8th, 2015.

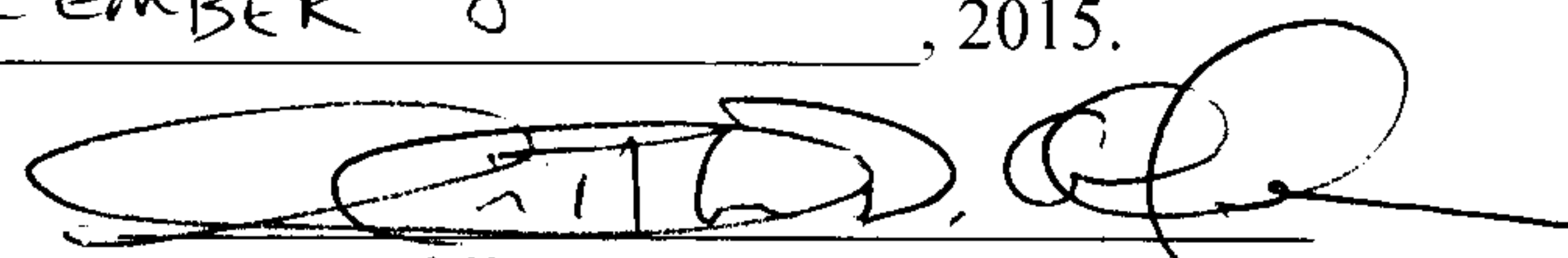



Notary Public MY COMMISSION EXPIRES AUGUST 22, 2018
My Commission Expires: _____

I, the undersigned, a Notary Public in and for the State of Alabama at Large, hereby certify that Jackie Harless, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, the said instrument was executed by her voluntarily on the day the same bears date.

Given under my hand and seal on DECEMBER 8th, 2015.




Notary Public MY COMMISSION EXPIRES AUGUST 22, 2018
My Commission Expires: _____