
LETTERS TESTAMENTARY

IN THE MATTER OF THE ESTATE OF:

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

HARRIET HOWARD YEILDING a/k/a

HARRIET H. YEILDING

Deceased

CASE NO. 21BHM00086

LETTERS TESTAMENTARY

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to RALPH H. YEILDING, 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, 12TH day of JANUARY, 2021

(SEAL)



Judge of Probate

I, JAMES P. NAFTEL, Judge of 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, JANUARY 12, 2021.

Judge of Probate

IN THE MATTER OF:

THE ESTATE OF:

HARRIET HOWARD YEILDING, A/K/A,
HARRIET H. YEILDING,
DECEASEDIN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NO. 21BHM00086

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT AND
1ST CODICIL

This day came **Ralph H. Yeilding** 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, along with the 1st Codicil, of **Harriet Howard Yeilding, A/K/A, Harriet H. Yeilding**, deceased. Said Will bears the date of 9th day of **April, 2008** and is attested to by **Patti B. Black** and **Don Lutomski**. Said Codicil bears the date of 19th day of **March, 2013**, and is attested to by **John B. Cox** and **Joshua W. Lancaster**. Praying that the same be probated as provided by law, the petitioner, **Ralph H. Yeilding**, is the son of said deceased, and is named in said 1st Codicil as Personal Representative thereof. The next of kin of said deceased are as follows, to-wit: **Ralph H. Yeilding, Newman M. Yeilding, III, and Catherine Y. Olson**, of whom are all 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 Codicil 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 acceptance of service are the genuine signatures of said next of kin, on motion of said petitioner, the Court proceeds to hear said petition. After due proof, according to the laws of this state, the Court is satisfied and is of the opinion that said instruments are the genuine Last Will and Testament and 1st Codicil of said deceased, and that such instruments should be probated as the Last Will and Testament and 1st Codicil of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that said instruments be duly admitted to probate as the Last Will and Testament and 1st Codicil of **Harriet Howard Yeilding, A/K/A, Harriet H. Yeilding**, deceased, and are **ORDERED** to be recorded together with the proof thereof and all other papers on file relating to this proceeding. It is further **ORDERED** that petitioner pay the cost of this proceeding.

DONE this 12th day of **January, 2021**.

IN THE MATTER OF:

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

THE ESTATE OF:

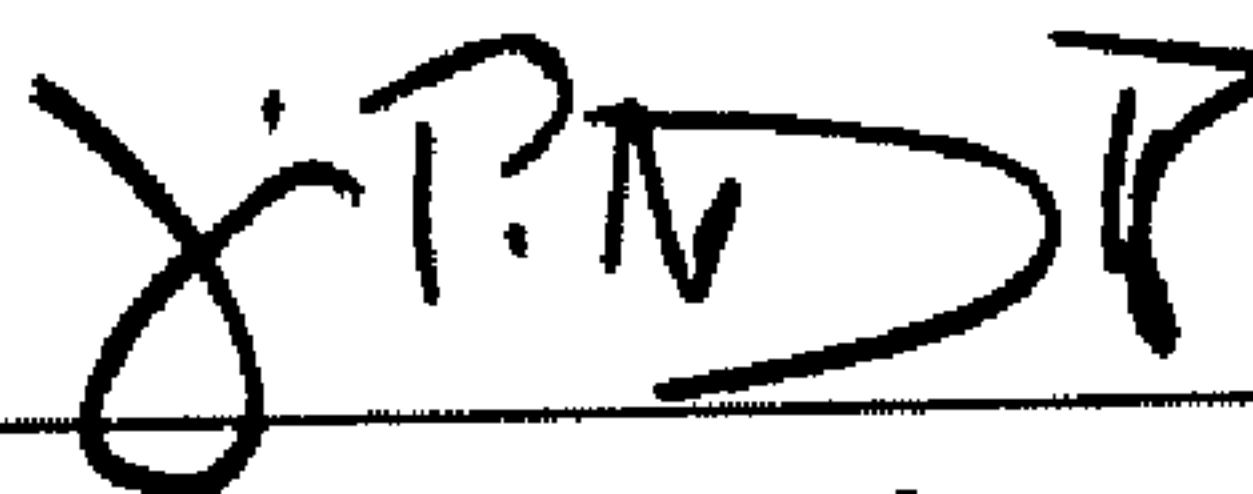
CASE NO. 21BHM00086

HARRIET HOWARD YEILDING, A/K/A,
HARRIET H. YEILDING,
DECEASED**ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND**

Now on this day comes **Ralph H. Yeilding** and files in this Court his petition in writing, under oath, praying that Letters Testamentary upon the Will and Codicil of **Harriet Howard Yeilding, A/K/A, Harriet H. Yeilding**, deceased, be issued to **Ralph H. Yeilding**.

It is therefore **ORDERED** and **DECREED** by the Court that Letters Testamentary upon said will and Codicil be granted to **Ralph H. Yeilding**, and that said letters shall be issued without bond or security being required, in accordance with the terms of said will and codicil. It is further **ORDERED** that the petition in this behalf be recorded.

DONE this 12th day of January, 2021.



Judge of Probate

**FIRST CODICIL
TO
WILL
OF
HARRIET H. YEILDING**

I, Harriet H. Yeilding, domiciled in Jefferson County, Alabama, being eighteen years of age or older, hereby make, publish and declare this to be a First Codicil to my will executed April 9, 2008 before Patti B. Black and Don Lutomski witnesses, as acknowledged by Drusilla Hurt, a Notary Public. In this First Codicil, my will is referred to as "my will."

ITEM 1

I amend my will by adding a new Article 3A immediately following Article 3 of my will to read as follows:

**ARTICLE 3A
Gift of IRA to the Permanent Endowment Fund
Of Birmingham Southern College**

Effective at my death, I give my IRA account(s) in its or their entirety to Birmingham Southern College, to be added to its permanent endowment fund, with only the income thereof to be expended from time to time, as set forth in Section 19-3C-4 of the Alabama Uniform Prudent Management of Institutional Funds Act ("AUPMIFA Act"), as amended. I authorize my personal representative to enforce the limitations and obligations imposed on Birmingham Southern College under the AUPMIFA Act on this donor-restricted fund, and I further authorize my personal representative to assign such rights to such of my descendants as my personal representative may select from time to time (and such descendant shall likewise have an ongoing right to assign comparable rights) to enforce the limitations imposed upon Birmingham Southern College in the management of such permanent endowment fund. I am mindful of how the prior endowment funds given in memory of my husband Manly Yeilding's family were not handled properly by the College, so I desire to have an enforcement mechanism to ensure that this does not happen again to the funds I am leaving to Birmingham Southern College in this will. I further instruct my personal representative to permanently set aside and hold my IRA account(s) as a separate and distinct share of my estate immediately following my death and during the administration of my estate, and such IRA account(s), together with all income derived therefrom, shall be paid over solely to Birmingham Southern College.

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ITEM 2

Except to the extent that my will dated April 9, 2008 has been changed and amended by Item 1 of this First Codicil, I declare that my will shall remain in full force and effect, and I hereby republish the same, as so changed and amended by this First Codicil, together with this First Codicil.

I, Harriet H. Yeilding, the testator, sign my name to this instrument on this the 19th day of March, 2013, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as a First Codicil to my will and that I sign it willingly, 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.

Harriet H. Yeilding
Harriet H. Yeilding

We, John B. Cox and Joshua W. Lancaster, the witnesses, being first duly sworn, sign our names to this instrument, and do hereby declare to the undersigned authority that the testator signs and executes this instrument as a First Codicil to her will and that she signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this First Codicil 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.

SIGNATURE OF WITNESS

John B. Cox
Joshua W. Lancaster

ADDRESS OF WITNESS

1617 Southcrest Trail
Hoover, AL 35244
230 Shelby Springs Farms
Calera, AL 35040

STATE OF ALABAMA)

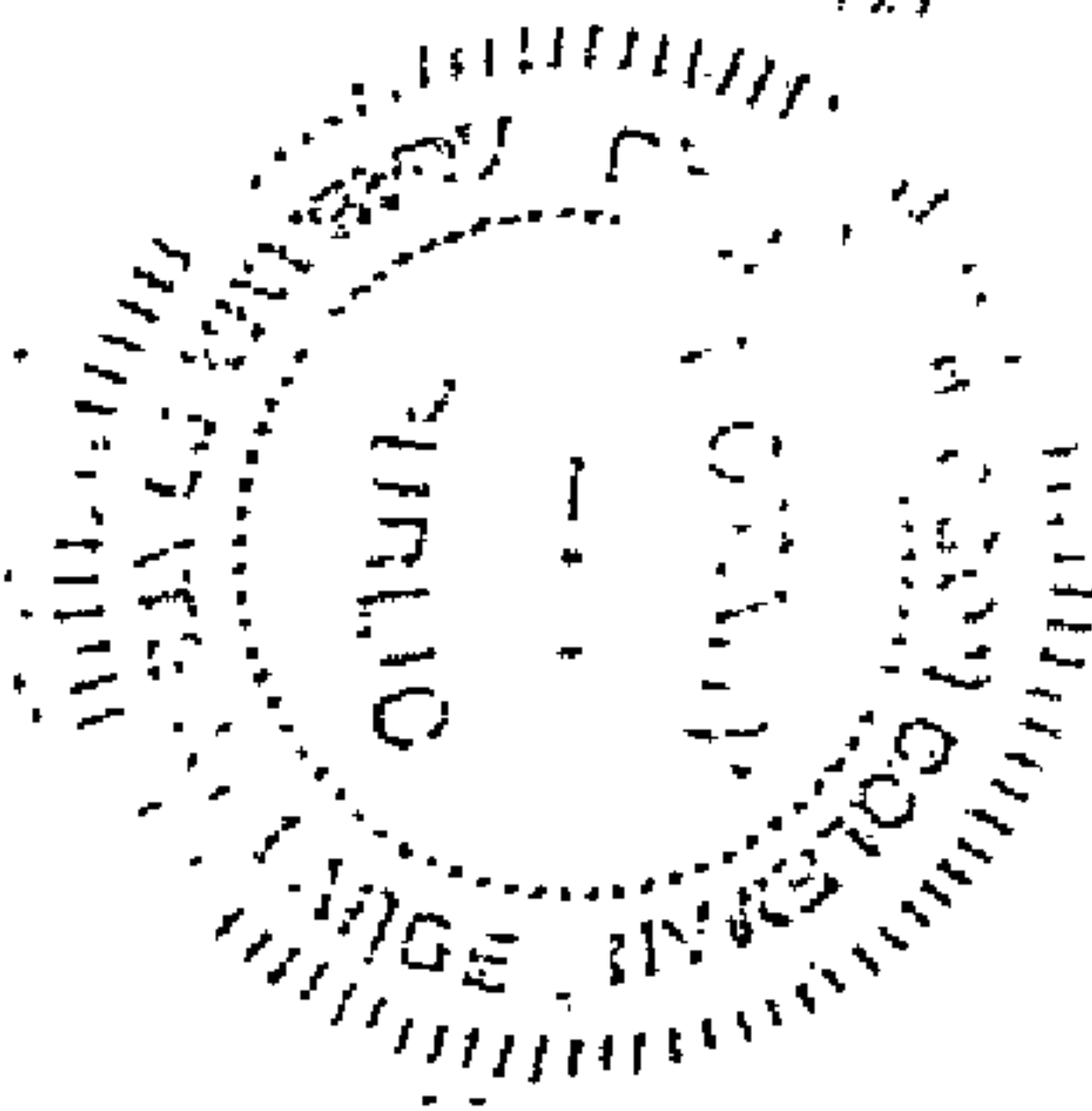
COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by Harriet H. Yeilding, the testator, and subscribed and sworn to before me by John B. Cox and Joshua W. Lancaster, witnesses, this the 19th day of March, 2013.

Denise Hudson Coleman
Notary Public

My Commission expires: March 23, 2013

[NOTARIAL SEAL]



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FILED IN OFFICE THIS THE
12th DAY OF January 2021
FOR PROBATE AND RECORD
James P. Nafte
JUDGE OF PROBATE

This instrument prepared by
Ralph H. Yeilding
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, AL 35203-2119
(205) 521-8000

**WILL
OF
HARRIET H. YEILDING**

I, Harriet H. Yeilding, domiciled in Jefferson County, Alabama, being over eighteen years of age, hereby make, publish and declare this to be my will and hereby revoke all prior wills and codicils.

**ARTICLE 1
Exercise of Special Powers of Appointment**

Section 1.1 – I hereby exercise the special power of appointment granted to me in Section 6.3(A) of the Will of my mother, Nell H. Howard (“my mother”), dated January 12, 1991, and appoint all of the principal of Harriet’s Trust thereunder to be subject to and held in further trust as set forth in Section 5.1 of this Will; provided, however, the applicable rule of perpetuities with respect to such principal held in further trust (or proportionate portion of a combined trust) shall be measured as of the date of my mother’s death (i.e., July 11, 1995) pursuant to Section 5.6 rather than as of the date of my death.

Section 1.2 – I hereby exercise the special power of appointment granted to me in Section 2.4 of the Manly Yeilding Family Trust dated October 1, 1991, and appoint all of the principal of Harriet’s Trust thereunder to be subject to and held in further trust as set forth in Section 5.1 of this Will; provided, however, the applicable rule of perpetuities with respect to such principal held in further trust (or proportionate portion of a combined trust) shall be measured as of October 1, 1991 rather than as of the date of my death.

**ARTICLE 2
Gift of Tangible Personal Property
and Personal Effects**

Section 2.1 - I give to my three children, Ralph H. Yeilding (“my son Ralph”), Newman M. Yeilding, III (“my son Newman”), and Catherine Y. Olson (“my daughter Katy”), in equal shares, to be his or hers absolutely, all such interests in tangible personal property and personal effects as I shall own or be entitled to at my death, wheresoever the same may be located, together with all policies and rights of casualty insurance relating to any such property. The phrase “tangible personal property and personal effects” includes, but is not limited to, the following:

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all vehicles, boats and sporting equipment; all books, pictures, paintings, ornaments, jewels, jewelry, watches, wearing apparel, silver, silverware, china, crystal, linen and utensils; all hobby collections; all personal papers; all household furniture, furnishings, and equipment, whether useful or ornamental; and all other articles of household, premises, or personal use or adornment.

I am relying on the persons, if more than one, taking property described in this article to divide such property among themselves; provided, however, if such persons shall fail to agree on such divisions, my personal representative shall make such divisions which shall be conclusive and binding on all interested persons, irrespective of any adverse interest of my personal representative. My personal representative's decisions about what particular items of property are designated hereinabove shall be binding on all interested persons.

Section 2.2 - It may be that after my death there will be discovered a memorandum or memoranda containing some requests or suggestions by me regarding the disposition of certain items of property described in this article. Without in any way derogating the absolute character of the gifts of such property heretofore made in this article, I express the mere hope and wish, precatory only, that the person or persons given such items of property will honor whatever requests or suggestions are contained in such memorandum or memoranda although I recognize that such person or persons shall be under no legal obligation to do so.

ARTICLE 3 Specific Gifts to My Grandchildren

Section 3.1 - I give Twenty Thousand Dollars (\$20,000) to each of my eight grandchildren, Catherine Dobbins Yeilding, Edward Stevenson Yeilding, Charles Dobbins Yeilding, Nicholas Cutting Olson, Catherine Ryne Olson, Thomas Michael Olson, Aiden Morgan Yeilding, and Newman Manly Yeilding IV, to be his or hers absolutely if such grandchild is at least twenty-one (21) years of age, and if not, such gift shall be subject to Section 11.6 hereof. If any other grandchild of mine is born prior to my death, an equal gift shall be made to such grandchild as well.

Section 3.2 - The gifts made in this article may be satisfied by money or property or any combination thereof or out of the proceeds of any such property, all according to the discretion of my personal representative; provided, however, that in any determination of the extent to which this gift has been satisfied by the distribution of an item of property, the fair market value of the item of property at the time of its distribution or other allocation to a beneficiary shall govern.

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ARTICLE 4
Gift of Residuary Estate

So much of my probate estate as shall remain after the satisfaction of the preceding articles of this will, including any lapsed bequests and devises hereinbefore made, shall constitute my "residuary estate," from which debts, administrative expenses and taxes shall be paid as provided in Article 8. Effective at my death, my residuary estate (net of the payment of debts, administrative expenses, and taxes) shall be subject to Article 5 if any lineal descendant of mine shall survive me, and if no lineal descendant of mine shall survive me, my net residuary estate shall be subject to Article 6.

ARTICLE 5
Generation-Skipping Trusts for My Lineal Descendants

Section 5.1 – Effective at such time as property is made subject to this article, I give such property to my lineal descendants living at my death, per stirpes, to be theirs absolutely, subject to the next sentence. If an individual entitled to a share of such property pursuant to the preceding sentence is either (i) a child of mine, or (ii) a lineal descendant of mine who is not a child of mine and who is less than thirty (30) years of age at the Apportionment Time, then, effective at the Apportionment Time, I give and devise the share created for such individual to my trustee, to constitute the principal of a separate trust of which such individual shall be the "beneficiary" and which shall be governed by this article.

Section 5.2 – During the existence of a beneficiary's trust, my trustee shall, effective from the time at which the beneficiary's trust is to be created, be authorized to pay to or for the benefit of that beneficiary or any lineal descendant of such beneficiary who shall be financially dependent upon such beneficiary so much of the beneficiary's trust's income and, upon the exhaustion of such income, so much of the trust's principal as, in the discretion of my trustee, shall be necessary to provide for the health, education (including college and professional education) or support in the accustomed manner of living of the beneficiary (or dependent lineal descendant thereof), and shall retain in trust the residue, if any, of such income and shall once each trust-accounting year irrevocably add such residue to the principal of the trust from which it shall have been derived. In exercising the aforesaid discretionary power, my trustee need give only such consideration to other resources of the beneficiary known to my trustee as my trustee may deem appropriate.

Section 5.3

(A) If the beneficiary is a child of mine, then effective at the death of such child (called "such deceased child" hereinafter in this paragraph), the then-existing income and

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principal of such deceased child's trust shall be distributed by my trustee as such deceased child may, by a will or codicil thereto, specifically referring to this paragraph, appoint to or for the benefit of any one or more individuals or entities, other than such deceased child, such deceased child's estate, such deceased child's creditors or the creditors of such deceased child's estate. Such appointment may be outright or in or for such estates, trusts or interests (whether legal or equitable) and with such powers of appointment and in such shares or proportions and in such manner as such deceased child may determine, observing all necessary requirements of the laws respecting perpetuities and the duration of trusts. So much (which may be all) of the income and principal as shall not be effectively appointed in the exercise of the aforesaid special power of appointment shall be apportioned into shares, per stirpes, among the following individuals to be their absolutely, subject to the next sentence: among such deceased child's lineal descendants who shall survive him or her and, if none, then among my then-living lineal descendants. Any share apportioned pursuant to the preceding sentence for a child of mine shall be added to such child's trust created pursuant to this article to be held on the same terms as such trust; any share apportioned for an individual other than a child of mine who is less than thirty (30) years of age at such deceased child's death shall, effective at such deceased child's death, constitute the principal of a separate trust of which the person for whom it was apportioned shall be the "beneficiary" and which shall be governed by this article, provided, however, if such person shall be the "beneficiary" of an existing trust created pursuant to this article, such share shall be added to such existing trust to be held on the same terms as such trust. If no lineal descendant of such deceased child and no lineal descendant of mine shall survive such deceased child, then, effective at such deceased child's death, any remaining unappointed income and principal shall be subject to Article 6.

(B) If the beneficiary is not a child of mine (i.e., such beneficiary is a grandchild or more remote lineal descendant of mine), then, when such beneficiary attains thirty (30) years of age, such beneficiary's trust shall terminate, and the income and principal of such beneficiary's trust shall vest in, and be distributed free of trust to, such beneficiary. If such beneficiary who is not a child of mine is thirty (30) years of age or older at the time when such beneficiary's trust is to be created, then such beneficiary's trust shall not be created and the share apportioned for such beneficiary shall be distributed to such beneficiary outright and free of trust.

(C) If a beneficiary who is not a child of mine shall not survive the time of termination of the beneficiary's trust, then effective at the death of such beneficiary (called "such deceased beneficiary" hereinafter in this paragraph), the then-existing income and principal of such deceased beneficiary's trust shall be distributed by my trustee as such deceased beneficiary may, by a will or codicil thereto, specifically referring to this subparagraph, appoint to or for the benefit of any one or more members of a group consisting of my lineal descendants (other than such deceased beneficiary) and the spouses of such lineal descendants, whenever born. Such appointment may be outright or in or for such estates, trusts or interests (whether legal or equitable) and with such powers of appointment and in such shares or proportions and in such manner as such deceased beneficiary may determine, observing all necessary requirements of the laws respecting perpetuities and the duration of trusts. So much (which may be all) of the income and principal as shall not be effectively appointed in the exercise of the aforesaid special

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power of appointment shall be apportioned into shares, per stirpes, among the following individuals to be theirs absolutely, subject to the next sentence: among such deceased beneficiary's lineal descendants who shall survive him or her and, if none, then among the then-living lineal descendants of such deceased beneficiary's nearest (in terms of kinship) ancestor who is a lineal descendant of mine and who has then-living lineal descendants and, if none, then among my then-living lineal descendants. Any share apportioned pursuant to the preceding sentence for a child of mine shall be added to such child's trust created pursuant to this article to be held on the same terms as such trust; any share apportioned for an individual other than a child of mine who is less than thirty (30) years of age at such deceased beneficiary's death shall, effective at such deceased beneficiary's death, constitute the principal of a separate trust of which such individual shall be the "beneficiary" and which shall be governed by this article, provided, however, if such individual shall be the "beneficiary" of an existing trust created pursuant to this article, such share shall be added to such existing trust to be held on the same terms as such trust. If no lineal descendant of such deceased beneficiary, no lineal descendant of any ancestor of such deceased beneficiary who is a lineal descendant of mine, and no lineal descendant of mine shall survive such deceased beneficiary, then, effective at such deceased beneficiary's death, any remaining unappointed income and principal shall be subject to Article 6.

Section 5.4 - My trustee may, in the discretion of my trustee, merge the assets of any trust governed by this article with the assets of any other trust exempt from generation skipping transfer taxation, by whomsoever created, maintained for the same beneficiary or beneficiaries upon substantially the same terms.

Section 5.5 - Notwithstanding the foregoing provisions of this article, if my trustee shall have a concern that the beneficiary of a trust governed by this article may be a user of illegal drugs, may have an addictive behavior problem, or may have any other disorder which affects such beneficiary's ability to manage assets responsibly, I authorize my trustee to require such beneficiary to submit to drug testing or other medical evaluation as a condition to any distributions to such beneficiary from such trust. If such testing or evaluation indicates that the beneficiary uses illegal drugs, has an addictive behavior problem or has any other disorder that affects such beneficiary's ability to manage assets responsibly, I authorize my trustee (other than the beneficiary) to reduce or withhold income and principal distributions to such beneficiary until my trustee believes, in my trustee's discretion, that such drug abuse, addictive behavior problem or other disorder has been remedied by the beneficiary. Any such withheld income shall be irrevocably added to the principal of such trust by my trustee once each trust-accounting year. In addition, I authorize my trustee (other than the beneficiary) to alter or extend the principal distribution schedule set forth in this article to whatever schedule my trustee deems appropriate (even to the point that no distributions of principal are made to such beneficiary during such beneficiary's lifetime) to minimize or eliminate the risk, insofar as possible, that a principal distribution will serve to finance a beneficiary's drug abuse or addictive behavior problem or will be made to a beneficiary lacking the ability to manage assets in a responsible manner as a result of some other disorder. My trustee shall be authorized to use the income and

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principal of a beneficiary's trust to pay for any testing or evaluation of the beneficiary or for any treatment for the beneficiary that my trustee believes would be helpful to the beneficiary in overcoming such drug abuse, addictive behavior problem or other disorder.

Section 5.6 - In any event, the principal of any trust governed by this article, if not already vested pursuant to the previous provisions of this article, shall, exactly twenty-one years after the death of the last to die of the group of persons consisting of my lineal descendants living at my death (which time is hereinafter called the "time of vesting"), vest absolutely in the person (the "Vested Beneficiary") who under this article is then receiving, or is entitled to receive at the discretion of my trustee, all or any part of the income of such trust, irrespective of such person's then-attained age. If the Vested Beneficiary is, at the time of vesting, at least twenty-one years of age, then, effective at the time of vesting, such trust shall terminate and the principal shall be distributed free of trust to such person. If the Vested Beneficiary is, at the time of vesting, under twenty-one years of age, then the principal, although absolutely vested, shall be retained by my trustee in trust to be dealt with as stated in Section 5.2 until the Vested Beneficiary attains the age of twenty-one years or dies at an earlier age, whereupon such trust shall terminate and the principal, accrued income and undistributed income of such trust shall be distributed free of trust to the Vested Beneficiary or, as the case may be, to the personal representatives or administrators of the Vested Beneficiary's estate.

Section 5.7 - I am creating the trusts for each of my children herein primarily for their own estate tax planning purposes and not out of any non-tax concern regarding how any of them will handle the management of the assets left to them under this will. I am aware the exemption from estate tax is due to change under current law in the year 2009 and perhaps later and that there have also been legislative proposals this year and earlier to increase the estate tax exemption even higher than current law provides. Given these possible future changes in the estate tax law, which may occur after my death, I cannot predict whether a trust created for a child of mine will ultimately be helpful for such child's estate tax planning purposes. For this reason, I name my son, Ralph H. Yeilding, who is an estate planning attorney, as "Trust Advisor" for the trusts created for my son Newman or my daughter Katy, and I grant to him the power to terminate such child's trust at any time during such child's lifetime, with the consent of the affected child, and to provide for the distribution of its assets outright to such affected child if he determines, in his sole discretion, that such child's trust is not necessary or beneficial for such child's tax planning purposes. Such power shall be exercised by a written instrument filed in the probate court of the county in which my will is probated. My son Ralph shall also be authorized to grant his authority as Trust Advisor to such other individual as he deems appropriate, which shall likewise be done by written instrument. The Trust Advisor for my son Ralph's trust (and of Newman and Katy's trusts if my son Ralph is unable to serve and has not provided for his own successor) shall be held by my former law partner, Brian T. Williams, or his designee, and if he has no designee, then another estate planning attorney selected by the managing partner at the Dominick Fletcher law firm (or such successor law firm as may succeed to the majority of the estate planning practice of such firm). No Trust Advisor or selector of a Trust Advisor shall incur any liability

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whatsoever to any interested party arising out of the exercise of its decisions hereunder, absent willful misconduct or fraud.

ARTICLE 6
Contingent Beneficiary

Effective at such time as any property is made subject to this article, I give and devise such property to Birmingham-Southern College, to be added to the scholarship fund in the name and memory of my spouse's father, Newman Manly Yeilding.

ARTICLE 7
Appointment of Personal Representative and Trustee

Section 7.1 - I appoint my son Ralph as the personal representative of this will. If my son Ralph shall not survive me or shall become incapable or fail for any reason to act as personal representative, I appoint my son Newman and my daughter Katy as personal representatives of this will; and if only one of such individuals shall be qualified and acting as personal representative, I appoint such person as personal representative of this will.

Section 7.2 - I appoint my son Ralph as trustee of each trust created under Article 4 of this will of which my son Ralph or any lineal descendant of his is the beneficiary. If my son Ralph shall not survive me or shall become incapable or fail for any reason to act as such trustee, I appoint my son Ralph's spouse, Sally S. Yeilding, as trustee of each such trust. If neither of such individuals shall survive me or shall be qualified and acting as such trustee, I appoint my son Newman and my daughter Katy as trustees of each such trust; if only one of such individuals shall survive me or be qualified and acting as such trustee, I appoint such person as trustee of each such trust.

Section 7.3 - I appoint my son Newman as trustee of each trust created under Article 4 of this will of which my son Newman or any lineal descendant of his is the beneficiary. If my son Newman shall not survive me or shall become incapable or fail for any reason to act as such trustee, I appoint my son Newman's spouse, Amy Morgan Yeilding, as trustee of each such trust. If neither of such individuals shall survive me or shall be qualified and acting as such trustee, I appoint my son Ralph and my daughter Katy as trustees of each such trust; if only one of such individuals shall survive me or be qualified and acting as such trustee, I appoint such person as trustee of each such trust.

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Section 7.4 - I appoint my daughter Katy as trustee of each trust created under Article 4 of this will of which my daughter Katy or any lineal descendant of hers is the beneficiary. If my daughter Katy shall not survive me or shall become incapable or fail for any reason to act as such trustee, I appoint my daughter Katy's spouse, Michael A. N. Olson, as trustee of each such trust. If neither of such individuals shall survive me or shall be qualified and acting as such trustee, I appoint my son Ralph and my son Newman as trustees of each such trust; if only one of such individuals shall survive me or be qualified and acting as such trustee, I appoint such person as trustee of each such trust.

Section 7.5 - With respect to any trust created under this will (hereinafter any such applicable trust called the "Trust" in this section), (i) prior to funding of the Trust, any individual appointed to act as a trustee of the Trust, in the order so appointed, and (ii) after the funding in part or all of the Trust, any individual then acting as a trustee of the Trust, shall have the power (acting by a majority if more than one individual trustee is so appointed or is then acting) at any time and from time to time (1) to appoint one or more individuals and/or entity to act with or succeed them, him or her, as the case may be, as a trustee of the Trust; (2) to delete, change or alter the appointment, order, tenure or succession of any entity or individual appointed as a trustee of the Trust by me or by any individual pursuant to this section; and (3) to remove any entity or individual appointed as a trustee of the Trust by me or by any individual pursuant to this section. Notwithstanding the provisions of the preceding sentence, to take any action under (2) and (3) above with respect to any individual appointed or acting as a trustee of a Trust, all individuals authorized to take such action, other than the individual with respect to whom the action is to be taken, must approve the action to be taken, and if the number of individuals authorized to take such action is two, then neither individual may take any action under (2) or (3) with respect to the other individual unless one of such individuals appointed the other to act as a trustee pursuant to this section, in which event the appointing individual may remove the appointed individual. Any individual granted powers in the first sentence of this section with respect to a Trust shall also have the same powers with respect to any new or different trust or trusts that may be formed or created by the transfer of assets from the Trust upon the termination of such Trust. In addition to the powers granted in this section to the individual appointed or acting as a trustee, I also give to my then-acting individual personal representative (acting by a majority if more than one), at any time and from time to time prior to the funding of any trust created hereunder, the power to delete, change or alter the appointment, order, tenure or succession of any entity appointed by me as a trustee of any such trust, but only if there is no individual appointed to act as a trustee of such trust who is capable of taking such action pursuant to the first sentence of this section.

Section 7.6 - Any appointment of a trustee, any deletion, change or altering of the appointment, order, term or succession of a trustee, or any removal of a trustee under this will (any of such actions hereinafter sometimes referred to as the "Action") shall be by instrument (the "Instrument"), executed by the person(s) authorized to take the Action and filed in the office of the probate court where this will is probated or the office of the court which exercises corresponding jurisdiction (for purposes of this section, the "Probate Court"). The Instrument shall specifically refer to this section and to the section of this will which authorizes the Action,

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and the Action shall take effect upon the filing of the Instrument in the Probate Court. Any appointment of a trustee which would require such trustee to begin serving immediately upon the filing of the Instrument shall require the prior written acceptance of the appointed trustee, which shall be attached to the Instrument filed in the Probate Court. If the Instrument does not require the appointed trustee to begin serving until some time in the future (i.e., an instrument which changes future, contingent trustees), then the written acceptance of such appointed trustee shall not be required to be filed with the Instrument; however, prior to the time such appointed trustee would otherwise be obligated to serve as a trustee, the written acceptance of such trustee to serve in such capacity must be filed in the Probate Court. An Instrument which removes a trustee then serving as a trustee of a trust under this will or appoints a new trustee to serve as a trustee under this will shall be delivered to the removed trustee or the appointed trustee after the filing of the Instrument. Upon the filing of an Instrument which removes a then-serving trustee, the removed trustee shall by appropriate acts and instruments cooperate with any remaining or successor trustee in making a complete, orderly and expeditious transfer of all properties and records pertaining to the affected trust. Unless otherwise specifically provided by this will or any Instrument filed pursuant to this section, any trustee serving as a trustee for the benefit of any person who dies and whose death shall, under this will, cause the properties held in such trust to constitute any new or different trust or trusts shall also serve as trustee of any such new or different trust or trusts. Any entity appointed as a co-trustee or successor trustee under any Instrument must be a bank, trust company, national banking association or other entity having trust powers and must have trust assets over which it has investment responsibility of not less than Two Hundred Million Dollars. Any Action that may be exercised by an individual during his or her lifetime pursuant to Section 7.5 by an Instrument as provided in this section may also be exercised at death by a will of such individual that is filed in the Probate Court where this will is probated, provided such individual was acting as the sole individual trustee of the applicable trust at his or her death.

Section 7.7 - Except as otherwise specifically provided in this will, references in any other article of this will to "my personal representative" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as a personal representative of this will. In addition, any reference to "executor" in the Code of Alabama shall be deemed to refer to my personal representative.

Section 7.8 - Except as otherwise specifically provided in this will, references in this will to "my trustee" shall be deemed to designate all parties, whether one or more, from time to time in fact qualified and acting as a trustee under this will. In addition, if this will provides for the creation of more than one trust, the references in this will to "my trustee" (and to the powers, discretions, duties, immunities, limitations and restrictions of such trustee) shall be deemed to refer in each instance to the trustee appointed for such applicable trust under this article (and to the powers, discretions, duties, immunities, limitations and restrictions of such trustee with respect to such applicable trust).

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Section 7.9 - Except as otherwise specifically provided in this will, any additional or successor trustee appointed pursuant to the provisions of this will shall be vested with all powers, discretions, duties, and immunities granted to my trustee under this will with respect to such applicable trust, and shall be subject to all limitations and restrictions of my trustee with respect to such applicable trust; provided, however, that any additional or successor individual trustee appointed pursuant to the provisions of this will shall not have any powers and discretions which have not been given to other individual trustee(s) of such applicable trust. No successor trustee shall be liable for the actions of a predecessor trustee, and any such successor trustee may accept the assets delivered by a predecessor trustee without requiring any accounting of such predecessor trustee's actions and shall incur no liability therefor.

Section 7.10 - The incapacity of an individual to serve as a personal representative or trustee hereunder shall be determined by the attending physician of such individual, and a determination of incapacity shall be evidenced by a written statement from such attending physician indicating that such individual does not have the mental or physical capacity to serve as a personal representative or trustee hereunder.

ARTICLE 8

Payment of Debts, Administrative Expenses and Taxes

Section 8.1 - I direct my personal representative to pay the following items out of my residuary estate: (1) the expenses of my last illness; (2) my funeral and burial expenses, including the costs of any grave marker or tombstone; (3) the expenses of administering my estate, including the reasonable expenses of safekeeping and delivery of estate property; (4) my debts, except such debts of mine secured by pledge, mortgage or other security interest not by their terms due at my death that my personal representative may deem unnecessary or undesirable to pay; and (5) the amounts of all pledges for religious, charitable, scientific, literary or educational purposes, whether or not the same shall constitute debts, that are current but unpaid at my death, and, accordingly, I give the respective amounts of such pledges, free of any Death Taxes described in this article, to those persons, organizations and corporations to whom those pledges shall at my death purport to be payable, and I empower my personal representative to determine what shall constitute a "pledge" and a "religious, charitable, scientific, literary or educational" purpose, and what is "current" as those quoted terms are used in this article.

Section 8.2

(A) I direct that all transfer, estate, inheritance, succession and other death taxes (exclusive of any tax imposed on a direct skip under Chapter 13 of the Internal Revenue Code) and any interest and penalties thereon (collectively "Death Taxes"), payable by reason of my death with respect to property passing under this will shall be paid as an administration expense out of my residuary estate without apportionment.

(B) I direct that all Death Taxes resulting from the inclusion in my gross estate of gift taxes with respect to gifts made by me within three years of my death shall be paid as an administration expense out of my residuary estate without apportionment.

(C) I direct that all Death Taxes payable by reason of my death with respect to any property passing under an individual retirement account (each referred to as an "IRA") shall be apportioned against and paid by persons or entities in possession of such property or benefitted thereby, in an amount equal to the amount by which the Death Taxes payable by reason of my death are increased as a result of the inclusion of such other property in my gross estate for federal estate tax purposes; provided, however, if a beneficiary of my residuary estate and a beneficiary of an IRA are the same, either directly or indirectly (i.e., a beneficiary of my residuary estate is a trust, and the income beneficiary of such trust is also a beneficiary of a IRA), the Death Taxes attributable to such IRA may, in the discretion of my personal representative, be paid by my personal representative as an administration expense out of my residuary estate without apportionment.

(D) I direct that all Death Taxes payable by reason of my death with respect to all property other than that described in paragraphs (A), (B) and (C), including any tax imposed on a direct skip under Chapter 13 of the Internal Revenue Code, shall be apportioned against and paid by the persons or entities in possession of such property or benefitted thereby, in an amount equal to the amount by which the Death Taxes payable by reason of my death are increased as a result of the inclusion of such other property in my gross estate for federal estate tax purposes; provided, however, that if payment of Death Taxes from such property is directed by any instrument governing such property or by operation of law, then the amount apportioned against such person or entities shall only be the difference, if any, between the amount determined above and the amount paid as directed by such governing instrument or by operation of law.

Section 8.3 - I direct that any income taxes imposed upon or chargeable to the income of my estate shall be apportioned to and deducted from the shares of all beneficiaries (exclusive of any charitable beneficiary) having an interest in such income, in such equitable manner as my personal representative may determine; and any such determination by my personal representative shall be conclusive and binding as to all persons or entities interested in my estate.

ARTICLE 9

Spendthrift and Other Provisions

Section 9.1 - I hereby direct that, pursuant to Section 19-3B-502 of the Alabama Uniform Trust Code, as amended, and any similar or corresponding provisions of any later code, or the law of any other state, the interest of any person in any trust governed by this will shall not be liable for the obligations or debts of such person and shall not be assignable in any manner by such person, except for assignments that shall be specifically permitted by this will; and, except as permitted

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in this section, no part of any trust, or income therefrom, shall be pledged, encumbered or hypothecated in any manner by such person, nor shall any part of any trust, or income therefrom, be taken on execution, reached by creditor's bill, garnishment, or other process or writ by any person or entity having, or claiming to have, a claim against such person whether the same is contracted or incurred before or after the creation of any such trust.

Section 9.2 - Notwithstanding any preceding provision of this will, no special power of appointment conferred upon any person by this will shall be construed to confer upon such person any power to appoint the property subject to such power to himself or herself, any creditor of his or hers, his or her estate or any creditor of his or her estate; nor shall any such power be construed to permit the person on whom such power is conferred to make any appointment that constitutes a violation of the Rule against Perpetuities or of any rule of law relating to the permissible duration of a trust or power.

Section 9.3 - Notwithstanding any other provision of this will, no power of appointment conferred upon any person by this will may be exercised in a manner that would cause the termination of an S corporation election under Section 1362(a) of the Internal Revenue Code for any corporation whose stock is held by a trust created under this will. For example, if (i) a trust (which is a permissible shareholder of an S Corporation, as defined under Section 1361(a) of the Internal Revenue Code) created under this will owns stock in an S Corporation, and (ii) the beneficiary of such trust holds a testamentary special or general power of appointment over the principal of such trust, then such beneficiary may not exercise such power of appointment at such beneficiary's death so that the stock in such S Corporation would thereafter be owned by a person who is not permitted to be a shareholder of an S Corporation under Section 1361(b)(1) of the Internal Revenue Code. Likewise, such beneficiary may not exercise such power of appointment at such beneficiary's death so that, after taking into account the number of other persons who are, or are treated as, shareholders at the time of the beneficiary's death, such S Corporation would have more shareholders than is permissible under Section 1361(b)(1) of the Internal Revenue Code.

Section 9.4 - Notwithstanding any preceding provision of this will, no power granted to any individual as trustee of any trust created under this will to pay, distribute or use income or principal of any such trust to or for the benefit of any beneficiary of any such trust may be exercised by such trustee for the purpose of discharging a legal obligation of such trustee, including any legal obligation to support such beneficiary.

Section 9.5 - Notwithstanding any preceding provision of this will, no payment of principal (before the termination of any trust of which that principal is a part) to or for the benefit of any person to or for whom it may be paid shall be construed to be a debt of the person to or for whom it was paid, and, accordingly, no such payment shall be recouped in any way at any time.

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ARTICLE 10
Powers of Trustee

Section 10.1 - The term "trust estate," as used in this article, shall be deemed to designate singly and collectively each and all of the following: the properties and property interests from time to time and at any time constituting my probate estate and each and every part and asset thereof and the properties and property interests from time to time and at any time constituting each and every trust under this will and each and every part and asset thereof.

Section 10.2 - In the course of the administration of the trust estate, my trustee may do and have done with respect to the trust estate all things that, in the uncontrolled judgment and discretion of my trustee, may seem necessary, desirable or proper to protect, promote or conserve the trust estate and the interests of any beneficiary hereunder in like manner as if my trustee were beneficially entitled to the trust estate; and every determination by my trustee in the construction of powers or in any matter with respect to which my trustee may be empowered to act, proceed or exercise any discretion shall be binding on all persons, organizations and corporations howsoever interested in the trust estate and shall not be questioned or effectively objected to on any grounds by anyone. Notwithstanding either the intentionally broad language of the preceding sentence or the breadth of the language by which any power is conferred upon my trustee by this will, I declare and direct that all powers, discretions and immunities conferred upon my trustee by any provision of this article or otherwise shall constitute administrative, fiduciary powers, discretions and immunities and shall not constitute or be deemed to constitute powers of appointment; and, furthermore, each and every such power and discretion shall be exercisable only in the interests of the trust estate and of those beneficially interested therein and not for the personal benefit of my trustee.

Section 10.3 - Without limiting the generality of the first sentence of the immediately preceding section of this article in any way but solely to define with particularity certain of the powers, discretions and immunities conferred upon my trustee, I declare that my trustee shall have and may exercise, publicly or privately, personally or by attorney or agent, without prior approval, consent or order of any court and, unless otherwise explicitly provided in this will, without previous or other notice to or consent by anyone, each and all of the following powers, discretions and immunities in addition to any other powers, discretions and immunities that may be conferred upon my trustee by law or otherwise, all of which shall be broadly construed:

(1) To receive from any source, retain, acquire, make, sell or dispose of investments in any property of any kind, nature, character or description, whether real, personal or mixed and wheresoever situated, whether domestic, foreign or alien, and whether or not any of the same may be deemed permissible for trustees under the constitution or laws of any state or the United States, under the rules of any court or under any rule of policy anywhere, specifically including, but without limitation thereto, investments in any limited partnerships and other pass-

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through taxable entities, investments in regulated investment companies or other mutual funds, interests in any common trust fund maintained by any entity serving as trustee, and investments in any stock or other securities of any entity serving as trustee or of any holding company or other company owning stock in any entity serving as trustee or otherwise directly or indirectly affiliated therewith; provided, however, that no new investment shall be made voluntarily in any stock or other securities of an entity serving as trustee or of any affiliate thereof except by the exercise by my trustee of rights received by it as trustee of stock or securities forming a part of the trust estate under this will;

(2) To invest in the securities of new ventures, commodities, gold, silver and other precious metals, foreign securities, foreign currencies, oil, gas, mineral, timber and other interests in natural resources, futures contracts, spot contracts, puts, calls, straddles, short and long contracts, any form of option agreements, repurchase agreements, financial agreements of any nature whatsoever, and to engage in any form of investment or investment strategy whatsoever;

(3) To acquire or dispose of any asset of the trust estate, including real property in Alabama, another state or any other jurisdiction, for cash or on credit, at public or private sale; and manage, develop, improve, exchange, partition, change the character of, or abandon any asset of the trust estate;

(4) To retain, make, hold or dispose of investments and reinvestments without regard to any actual or potential lack of diversification of such investments;

(5) To hold any or all stock, securities or other paper whatever in bearer form; or to hold any or all such stock, securities or other paper or any or all personal or real property in the name of any personal representative or trustee of mine or in the name of some other person, organization or corporation, all without disclosing any fiduciary relationship;

(6) To lease, as lessor or lessee, with or without options to purchase, renew or otherwise, grant easements over, make any agreements or contracts whatever with respect to, grant options upon, sell, exchange or in any other way dispose of, convey or transfer, all or any part or asset of the trust estate for such consideration, on such terms and conditions, and for such period(s) of time (even though such period(s) may or does or do extend beyond the administration of my estate or the term of an applicable trust) as my trustee may deem desirable;

(7) To convert any property, whether real, personal, or mixed in any ratio, into any other property, whether real, personal, or mixed in any ratio;

(8) To manage, operate and administer all real property and interests therein; to make repairs or alterations (ordinary or extraordinary), to erect, maintain, replace, tear down, demolish, and raze, any improvements, buildings or other structures placed or to be placed on any such real property;

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(9) To subdivide, develop, or dedicate land to public use, make or obtain the vacation of plats and adjust boundaries; to adjust differences in valuation on exchange or partition by giving or receiving considerations; and to dedicate easements to public use without consideration;

(10) To drill, explore, test, mine or otherwise exploit oil, gas or other minerals or natural resources; to enter into leases and arrangements for exploration and removal of oil, gas or other minerals or natural resources; and to enter into pooling and utilization agreements;

(11) To conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder, to take all appropriate remedial action to contain, clean up, or remove any environmental hazard, either on my trustee's own accord or in response to an actual or threatened violation of any environmental law or regulation; to institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any governmental agency concerned with environmental compliance or by a private party; and to comply with any order of a governmental agency or court directing an assessment, abatement, or cleanup of environmental hazards;

(12) To engage in, continue, dispose of or terminate any business, including farming and timbering, as a partner (general or limited), member, manager, sole proprietor, or any other capacity;

(13) To incorporate or join with others in incorporating any business, property or assets of mine, and to make changes from time to time, by organization, incorporation, sale, exchange, reorganization or dissolution of any character, in the style or form of the ownership or the conduct of any business or venture;

(14) To manage, and to vote in person or by general or limited proxy with or without full power of substitution, all stock, securities and rights and interests evidenced by any other type of paper in any public or private corporation, trust or association, in respect of all matters ordinary and extraordinary, including without limitation: the borrowing of money; the issuance or retirement of any of such stock, securities and other paper; the sale, exchange or other disposition of some or all assets; conversion; consolidation; merger; recapitalization; liquidation; dissolution; any other transaction or reorganization of any character whatever, whether or not in bankruptcy; and to retain any or all property received as a consequence thereof, without limitation as to time;

(15) From time to time but within a time permitted by law, to assign and transfer to a voting trustee or trustees, who may be or include any personal representative or trustee of mine, any or all stock in any public or private corporation; to select the voting trustee or trustees; and to propose, negotiate, fix, consent to or change the voting trustee or trustees, the terms, and any or all conditions and provisions subject to which any such stock shall be held by the voting trustee or trustees;

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(16) To oppose, propose, become a party to, participate fully, partly or not at all in or carry out any transaction or any formal or informal plan of reorganization of any character whatever affecting any public or private corporation or other business unit any of whose stock, securities or other paper or any interest in which may be included in the trust estate; and to retain, without limitation as to time, any or all securities or other property that may be received in pursuance of any such action or plan of reorganization;

(17) To borrow, lend or advance money with or without security; and on any terms whatever to give or obtain security therefor by mortgage, pledge, security interest or any other means; and to sell, mortgage, or lease any real or personal property of the trust estate or any interest therein for cash, credit, or for part cash and part credit, and with or without security for any unpaid balance;

(18) On changed or unchanged terms, to renew or extend loans or any other indebtedness, however evidenced, at any time owing by or to me, any personal representative or trustee of mine in such capacity, or the trust estate;

(19) To compromise, settle, adjust or submit to arbitration any matter of dispute;

(20) To institute, prosecute, defend, become a party to, and participate in, any formal or informal actions, suits or proceedings, whether at law, in equity, or merely administrative;

(21) To keep the trust estate insured against casualty; and to insure the owners or users thereof or those beneficially interested therein against loss or damage with reference to the same;

(22) To effectuate the removal from Alabama of any part or all of the trust estate and to effectuate the relocation thereof at any place whatever;

(23) To mingle any or all of the property held in any of the trust estate created hereunder with, or in, investments held by or for any other trust estate or estates held hereunder, and accordingly to allocate the proper part thereof to each participating trust estate or any share thereof, all without designation to indicate any such division or allocation, so that, unless otherwise indicated, the property from time to time held by the trustee so mingled shall be deemed allocable in the proper proportions to each of the said trusts created or to be created hereby that are participants in any such mingled investments therein;

(24) To delegate investment discretion with respect to any of the trust estate to a third party;

(25) To establish and change trust-accounting years and to establish, maintain or change the accounts, the bookkeeping and accounting systems and the periods of time with

respect to which the records of my estate and the trusts created under this will are maintained and taxes, income, gains and losses, and capital changes are determined;

(26) To allocate receipts and disbursements between income and principal in a manner consistent with applicable state law, including the power to adjust between income and principal as provided in, and subject to the limitations of, the provisions of Section 19-3A-104 of the Code of Alabama of 1975, as the same may be amended from time to time;

(27) To make distributions, including both pro rata and non-pro rata distributions, in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, to any beneficiaries under this will (including any trust or any beneficiary of any trust), and to do so, without regard to the income tax basis of specific property allocated to any beneficiary, without the consent of any beneficiary, and, as set forth above, without securing from any court any prior approval or other determination as to any such property to be distributed; and

(28) To pay compensation to any personal representative or trustee of mine, unless otherwise specifically provided in this will.

ARTICLE 11

Administrative Provisions

Section 11.1 - In the administration of my estate and the trusts created under this will, every personal representative and trustee may act personally or by, or in reliance upon the advice of, attorneys, accountants, investment advisors and managers, agents and other persons, organizations and corporations and shall not be responsible to my estate or to any beneficiary of my estate for the acts or omissions or negligence of any thereof but shall be held only to the exercise of reasonable care in selecting, employing and retaining the same. Without limiting the generality of the first sentence of this section, I direct that while any individual is acting as a co-personal representative with any entity, or as a co-trustee with any entity, such individual shall be authorized to direct my personal representative or my trustee to employ any person, organization or corporation to give investment advice and counsel to my personal representative or my trustee, and my personal representative or my trustee will employ such investment advisor and rely on such investment advisor's advice. If my personal representative or my trustee shall employ an investment advisor recommended by such individual personal representative or individual trustee, I direct that the entity serving as a co-personal representative or co-trustee shall not be responsible to my estate or to any beneficiary of my estate or any trust thereunder either for the acts, omissions or negligence of such investment advisor, or for the selection, employment or retention of such investment advisor. Likewise, the individual personal representative or individual trustee shall not be responsible to my estate or to any beneficiary of my estate or any trust thereunder for the acts, omissions or negligence of such investment advisor, but shall be held only to the exercise of reasonable care in selecting, employing and retaining such investment advisor. Any personal representative or trustee under this will

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(including Ralph H. Yeilding if he shall at any time be acting in such capacity) shall have the authority to retain, and to act in reliance upon the advice of, the firm or organization of attorneys of which Ralph H. Yeilding may from time to time be a member, partner, officer, or with which he may have or have had any professional or business connection.

Section 11.2 - No person, organization or corporation dealing with any personal representative or trustee of mine shall be under any obligation or liability to inquire into the authority of such personal representative or trustee to do any act done or sought to be done in the performance of any duty or in the exercise of any power or discretion conferred upon such personal representative or trustee; nor shall any person, organization or corporation be under any obligation or liability to see to the proper application or disposition by any personal representative or trustee of the purchase price or other consideration for any property or to see to the proper disposition of any money or property lent or delivered to any personal representative or trustee.

Section 11.3 - Subject to the provisions of the next sentence, my personal representative, at all times during the administration of my estate, shall have and may exercise, for all of the same purposes or for any other purpose that may be necessary or desirable in the administration of my estate, all the powers and discretions, and shall have the benefit of all the immunities, granted to or conferred upon my trustee by any provision of this will or otherwise; and my personal representative shall have such powers, discretions and immunities with respect to my entire probate estate, irrespective of whether any trust shall in fact be due to be created under this will. However, no natural person who shall be both a personal representative and a trustee shall, in that person's capacity as a personal representative, have or exercise any power, discretion or immunity denied to, or not conferred on, such person as a trustee.

Section 11.4 - All the powers and discretions conferred on my personal representative and my trustee, by this will or otherwise, may be exercised by such personal representative and trustee after, as well as before, the vesting of any interest in my probate estate or in any trust created by this will until distribution in fact shall have been effectively completed.

Section 11.5 - No personal representative or trustee of mine shall be required (A) to make any bond for the faithful performance of any duties conferred upon such personal representative or trustee by this will or otherwise, or (B) to make or file, for or in any court, any report, inventory, appraisal, settlement or accounting, or (C) to provide any beneficiary of a trust hereunder with notice under Sections 19-3B-813(b)(2) and (b)(3), or periodic reports under Section 19-3B-813(c), of the Alabama Uniform Trust Code, as amended from time to time.

Section 11.6 - If any person to whom any property is given or devised, or to whom or for the benefit of whom any income or principal may be distributed pursuant to this will, is at the time

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of such gift, payment or distribution under any legal disability, such as minority or incompetence, according to the laws then in effect at such person's domicile, then my personal representative or trustee, in the discretion thereof, may deliver such property or pay or distribute such income or principal to such person, to the conservator of such person's property, to a custodian for the benefit of such person as may be designated by my personal representative or trustee under any applicable Uniform Transfers to Minors Act, or to some third party (including any personal representative or trustee of mine) for the benefit of such person; and the receipt of the person, organization or corporation to whom such property is so delivered or such income or principal is so distributed shall discharge my personal representative or trustee with respect to the property, income or principal to which such receipt relates.

Section 11.7

(A) It is my desire to reduce the expenses of administration of my estate as much as possible and to provide for a consent settlement of my estate without notice or publication or posting pursuant to Section 43-2-506 of the Code of Alabama of 1975, as amended, which settlement shall be effective with respect to each legatee, distributee and devisee (hereinafter collectively referred to as "Beneficiary") under this will. Accordingly, in the event any Beneficiary entitled to receive property outright under this will is a minor or legally incompetent at the time of settlement of my estate, a parent, guardian, conservator or custodian (who may be designated by my personal representative) of such Beneficiary may approve a consent settlement on behalf of such Beneficiary. In the event any Beneficiary entitled to receive property outright under this will is not living at the time of settlement of my estate, the personal representative or heirs of such deceased Beneficiary's estate may approve a consent settlement on behalf of such deceased Beneficiary or such deceased Beneficiary's estate. In the event any Beneficiary entitled to receive property under this will is a trust, or trustee of such trust, created under this will, I specifically direct that the trustee of such trust may approve a consent settlement of my estate on behalf of such trust, and such approval shall constitute the approval and consent of, and be binding on, such trust and all beneficiaries of such trust (whether any such beneficiary is born or unborn, is legally competent, a minor or legally incompetent, or has a present, future, vested or contingent interest in such trust). The preceding sentence shall be applicable and effective notwithstanding that my personal representative and the trustee of such trust are the same; provided, however, it shall not be applicable where the same entity (as opposed to an individual) is my sole personal representative and the sole trustee. I further direct that my personal representative, in a consent settlement of my estate, shall be fully discharged and relieved of any obligations and liabilities as such personal representative with respect to all Beneficiaries under this will, including any trust which is a Beneficiary and the beneficiaries of such trust, and I direct that the trustee of any trust created under this will, in approving a consent settlement, shall be fully discharged and relieved of any obligations and liabilities with respect to the beneficiaries of such trust.

(B) It is also my desire that any trust created under this will, at the time of the termination of such trust, may be settled by consent without notice, publication, posting or further court proceeding, upon the receipt of consents by the beneficiaries of such trust.

Consents by beneficiaries of a trust may be made in the same manner as consents are provided for in paragraph (A) above for Beneficiaries under my will. With respect to any possible beneficiary of a trust who is then unborn, any person who would be deemed to be an appropriate virtual representative for such unborn beneficiary may approve a consent settlement of such trust on behalf of such unborn beneficiary. Any consent to settlement of a trust upon its termination as provided in this paragraph shall be by written instrument properly executed and notarized; shall be binding upon the beneficiary or beneficiaries (whether born or unborn) for whom such consent is executed, his or her respective heirs, lineal descendants or appointees; shall fully discharge and relieve the trustee of the terminating trust of any obligation or liabilities with respect to the beneficiary or beneficiaries of the terminating trust; and shall fully discharge and relieve the trustee of a trust which is a beneficiary of the terminating trust of any obligation or liabilities with respect to the beneficiary or beneficiaries of such trust.

Section 11.8 - My personal representative is authorized, in my personal representative's sole discretion, to allocate any portion of my GST exemption under Section 2631(a) of the Internal Revenue Code to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

Section 11.9 - My trustee is authorized, in my trustee's sole discretion, to divide property to be held in any trust to be administered hereunder by such trustee, which would otherwise have an inclusion ratio, as defined in Section 2642(a)(1) of the Internal Revenue Code, of neither one nor zero, into two separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

ARTICLE 12

Definitions and Other Miscellaneous Provisions

Section 12.1 - Any person conceived but unborn before any time that is material under this will, and thereafter born alive and surviving for ninety days, shall for all purposes of this will be deemed to have been living at that time and to have survived a person dying at that time.

Section 12.2 - The terms "child," "descendant" and "lineal descendant," and the plural of each, as used in this will, shall for all purposes of this will be deemed to include persons legally adopted. In addition, the terms "descendant" and "lineal descendant," and the plural of each, as used in this will, shall for all purposes of this will be deemed to include both persons of the blood of, and persons legally adopted by, legally adopted persons.

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Section 12.3 - If any person who might take property under this will shall not survive me by ninety days, I direct that for all purposes of this will such person shall be deemed to have predeceased me.

Section 12.4 - Within nine months after my death, any person, or the personal representative of any person who shall not survive me nine months, may disclaim all or part of any interest in property given or devised to such person under the provisions of this will by written instrument delivered to my personal representative, which instrument shall be recorded in the probate office in which this will is probated, and, unless otherwise specifically provided by the terms of this will, the disclaimed property shall pass under the terms of this will as if such person had predeceased me. If provisions of this will provide for the specific disposition of property in the event of a disclaimer, I direct that such property shall pass as specifically provided. In addition, if such provision relates to a disclaimer of property to be placed in trust, I direct that the disclaimer solely by the person so designated in such provision shall constitute the complete and effective disclaimer of such property by all persons having an interest in the trust, such as the trustee or other beneficiaries (including both income and remainder beneficiaries), and such disclaimed property shall pass as provided in such provision.

Section 12.5 - The beneficiary of any trust created hereunder, who is entitled to income of such trust and who dies during the term of such trust, shall be entitled to all undistributed income and all accrued income as of the date of death of such beneficiary, unless otherwise specifically provided by this will. Upon the death of such beneficiary, such income shall be payable to the personal representative or administrator of such beneficiary's estate. For purposes of this section, the beneficiary of a trust which provides for the distribution of income to the beneficiary only at the discretion of the trustee shall not be deemed to be entitled to the income (whether accumulated or accrued) of such trust upon the death of such beneficiary, and such income shall be administered and distributed in the same manner as the principal of such trust (including the exercise of any power of appointment), unless otherwise specifically provided by this will.

Section 12.6 - This will contains provisions for one or more trusts with an interest for a beneficiary for life or a term of years and with the remainder to beneficiaries to be determined upon the death of such life beneficiary or upon the expiration of such term of years. Unless the provisions of this will specifically direct the disposition of property subject to any such trust in the event of a disclaimer, I direct that if a life or term beneficiary should disclaim part or all of such life or term interest, (i) the beneficiaries to receive the remainder interest under such trust shall be determined at the time when such life interest or term of years would have commenced and not at the time of the death of such life beneficiary or the expiration of such term of years; and (ii) the remainder interest under such trust shall be accelerated and the property to be held during such life or term interest shall be distributed in accordance with the terms of this will as if such life or term beneficiary were not living at the time when such life or term interest would have commenced.

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Section 12.7- In this will, the term "my probate estate" means all property, real and personal and wheresoever situated, that I own at my death or to which I or my estate or any personal representative of mine may be or become entitled, and I intend to dispose of all thereof by this will. However, the term "my probate estate" shall not include (i) any assets which provide for a beneficiary designation (e.g., retirement plan benefits, IRA's, insurance policy proceeds) and name beneficiaries other than my estate or my personal representative, or (ii) any assets that are owned jointly with right of survivorship between me and another person who survives me. Also, except as provided in Section 1.1 and Section 1.2 above, I do not by this will exercise any power of appointment of which I may be or become the donee; accordingly, the term "my probate estate" shall not include any property that may be subject to any such power of appointment.

Section 12.8 - References in this will to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and reference to any provision or section of that Code shall also be deemed to refer to the provision or section of the federal tax law, in effect at my death, that corresponds to the provision or section referred to in this will.

Section 12.9 - References in this will to Birmingham-Southern College shall be deemed to designate the entity existing by that name at the time of the execution of this will or any entity that succeeds immediately, intermediately or ultimately to such entity or to all or substantially all (as defined in the next sentence) of the assets of such entity by whatever means such succession may occur, including a dissolution of such entity. For purposes of the preceding sentence, "substantially all" shall mean not less than eighty percent (80%) of the assets.

Section 12.10 - The headings in this will are for convenience of reference only and shall not limit or otherwise affect any of the terms hereof. Unless otherwise specified, references in this will to articles, sections or paragraphs by their numbers, designations or location shall be deemed to designate the appropriate article, section or paragraph of this will.

I, Harriet H. Yeilding, the testator, sign my name to this instrument on this the 9th day of April, 2008, 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, 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.

Harriet H. Yeilding
Harriet H. Yeilding

21BHM00086

We, Patti B. Black and Don Lutomski, 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 the testator's last will and that the testator signs it willingly, and that each of us, in the presence and hearing of the testator, hereby signs this will as witness to the testator'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.

SIGNATURE OF WITNESS

ADDRESS OF WITNESS

Patti B. Black

600 University Park Place #501

Birmingham, AL 35209

Don Lutomski

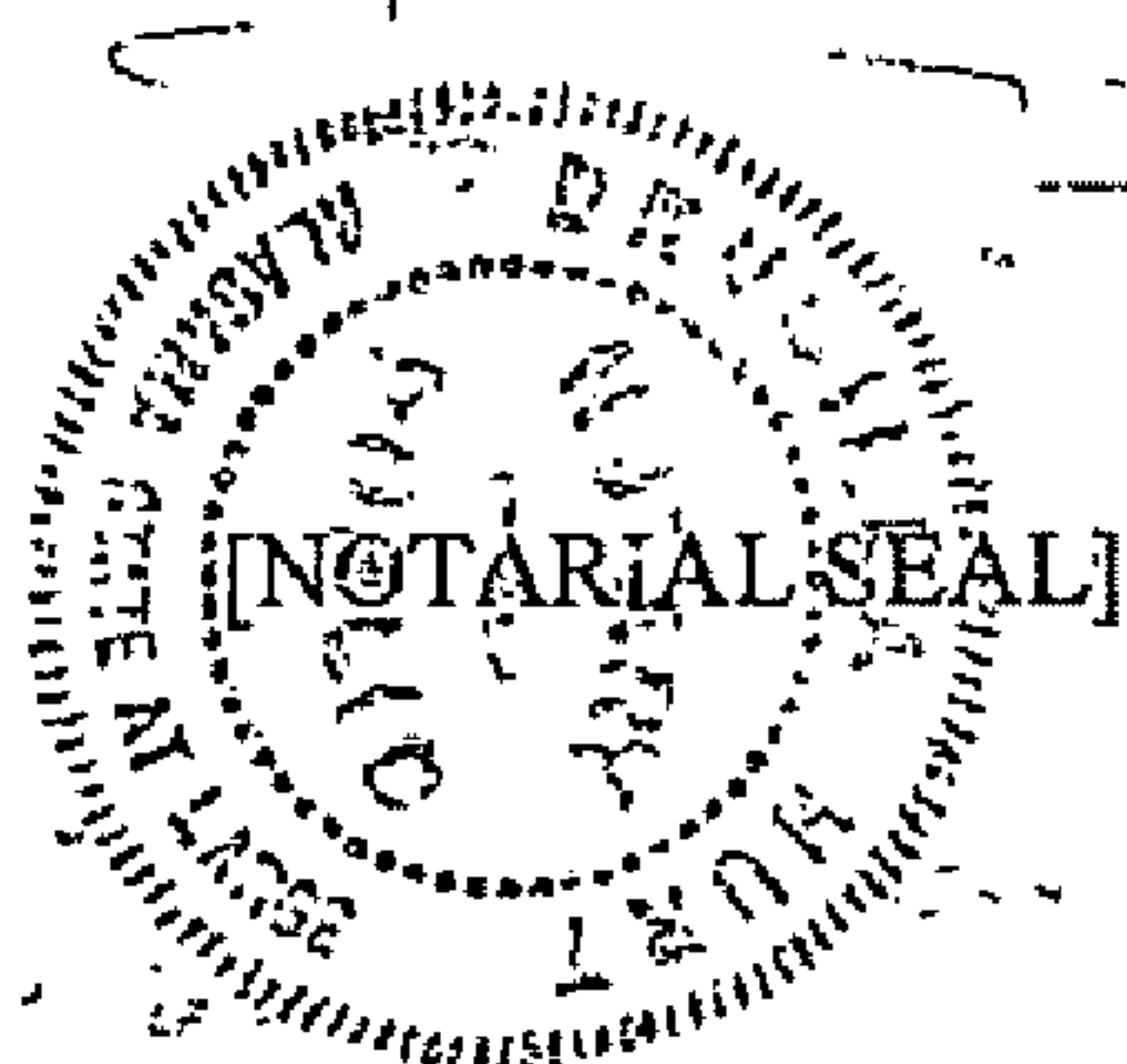
600 University Park Place Suite 501

Birmingham, AL 35209

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by Harriet H. Yeilding, the testator, and subscribed and sworn to before me by Patti Black and Don Lutomski, witnesses, this the 9 day of April, 2008.



Quilla Hunt
Notary Public

My Commission expires March 12, 2011

This instrument prepared by
Ralph H. Yeilding
Bradley Arant Rose & White LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, AL 35203-2119
(205) 521-8000

FILED IN OFFICE THIS THE
12th DAY OF January, 20 21
FOR PROBATE AND RECORD.
James P. Nafle
JUDGE OF PROBATE

21BHM00086

CERTIFICATE TO COPIES

**STATE OF ALABAMA
JEFFERSON COUNTY**

**PROBATE COURT
CASE NO. 21BHM00086**

I, **PAMELA T. JONES**, Chief Clerk of Probate Court, in and for said County in said State hereby certify that the foregoing contains a full, true and correct copy of the, **LETTERS TESTAMENTARY, ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT AND 1ST CODICIL, ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND, FIRST CODICIL TO WILL OF HARRIET H. YEILDING, AND WILL OF HARRIET H. YEILDING** in the matter of the estate of **HARRIET HOWARD YEILDING a/k/a HARRIET H. YEILDING** as the same appears on file and of record, in this office.

Given under my hand and seal of said Court this date,
APRIL 5, 2021



Chief Clerk of Probate

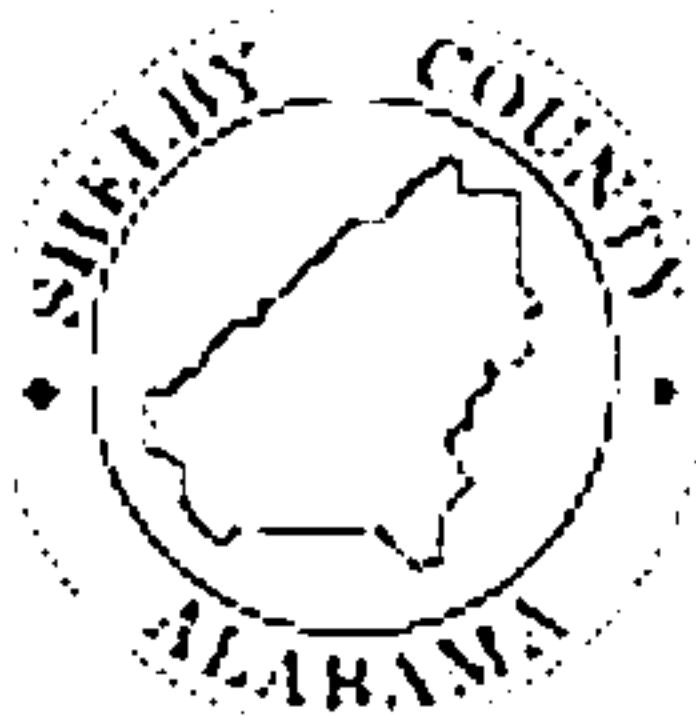
The State of Alabama
Jefferson County

Probate Court

In Re

Fee

PROBATE — 62



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
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Allie S. Bayl