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BOOK 10248 PG 926 IDENTIF. # REFERENCE

LAST WILL AND TESTAMENT
OF
THOMAS WILLIAM YOUNG, SR.

96 NOV -4 AM 8:31
FELIX A. RUSSELL REGISTER
DAVIDSON COUNTY, TN.

I, Thomas William Young, Sr., a resident of Montgomery, Alabama, do declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE I.
DEBTS AND TAXES

I direct that all my debts, my funeral expenses, the cost of administration of my estate, and any estate or inheritance taxes payable by reason of my death be paid as soon as practicable after my death.

ARTICLE II.
SECURED DEBTS

In the event that any property or interest in property or life insurance passing under this Will, by operation of law or otherwise by reason of my death, shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances as existing at the time of my death.

ARTICLE III.
BEQUEST OF PERSONAL EFFECTS

I give and bequeath unto my children, Thomas William Young, Jr., Benjamin Maury Young and Andrew Patton Young (hereinafter, my "children"), all my wearing apparel, jewelry, silver, heirlooms, furniture, household, garden and lawn furnishings, equipment and supplies, and all other articles of personal or household use or ornament as may be owned by me at my death, and any automobile that I may own for my personal use (not including cash on hand, securities of any type or evidences of indebtedness) together with my interest in all property insurance policies or the proceeds therefrom applicable to such personal property, to be theirs absolutely, if they survive me. In the event they shall not survive me, I bequeath all of the aforesaid property to the issue, per stripes, of any deceased child of mine to be divided among them as they may agree, or if they are not in agreement, as my Executor shall determine (and my Executor's

decision as to the division of such personal and household effects shall be final, binding and conclusive upon my children or the issue of any of them). I may leave a memorandum containing suggestions as to the allocation of certain articles of personal or household property, but such memorandum shall not affect the absolute nature of this bequest.

ARTICLE IV.

DISPOSITION OF MY RESIDUARY ESTATE

I hereby give, devise and bequeath all the residue and remainder of my property (including lapsed bequests and devises, if any) real and personal, tangible and intangible, of whatever nature and wherever situated, to which I am legally or equitably entitled (all of which together is herein referred to as my "residuary estate"), unto my children, or to the issue, per stirpes of any deceased child, outright, absolutely and free of all trusts, except as provided in Article V.

ARTICLE V.

TRUST FOR MINOR ISSUE

If at the time of my death my son Andrew is then under the age of twenty-five (25) years, the sum of Six Thousand and No/100 ($6,000.00) Dollars shall be distributed to him outright and the remainder of such child's share of my estate shall not vest in him but, instead, shall be distributed to my Trustee to be managed as a separate trust estate for the benefit of my son Andrew (the "beneficiary") in accordance with the following uses and purposes:

(a) During the life of such beneficiary, to pay to or apply for his benefit such portion or portions or all of the income or principal of this trust as my Trustee deems necessary or advisable for his health, education, support or maintenance;

(b) Upon the first to occur of Andrew's attainment of the age of twenty-five (25) years or his graduation from college, to distribute the then remaining principal, if any, of such trust as he shall appoint to himself, herself or any other person;

(c) Upon the death of Andrew prior to distribution of all trust assets, to distribute the then remaining principal of such separate trust as he shall appoint by his last will and testament, or, in default thereof, to his issue, per stirpes, or, in default thereof, to my then living issue, per stirpes.

ARTICLE VI.

POWERS OF EXECUTOR AND TRUSTEE

I hereby authorize and empower my Executor and Trustee to do all things which, in their sole and absolute discretion, are necessary for the administration of the estate and trust and, without limiting the generality of the foregoing, expressly grant the following powers:

A. To collect all income and to deduct, before distribution to the beneficiaries, such fees and expenses as may accrue or be payable;

B. To retain any and all investments or securities, to invest and reinvest any funds or assets, to change investments, to invest in any common trust or mutual fund and to hold cash or securities of little or no yield for such period as may be deemed advisable, all without being restricted to any forms of investment by statute or rule of court;

C. To sell, contract to sell, exchange, lease, pledge, mortgage or otherwise dispose of, for any purpose and at any time prior to making final distribution, any or all assets of the estate, for such prices and upon such terms and conditions, and in such manner as may be deemed advisable;

D. To borrow such sums of money as may be required for any purpose and to give security in respect of such borrowing;

E. To manage, protect, exchange, partition, subdivide, grant and convey, with or without covenants of warranty, lease for a term of years or perpetually, with or without privilege of purchase, and to do and perform any and all other proper acts as owner of any and all real estate of any interest therein and any improvements thereon;

F. To receive, hold or transfer any property in his name or in the name of a nominee without disclosing the fiduciary relationship;

G. To employ, as an expense of the estate, such brokers, agents, custodians, or investment counsel as may be deemed necessary in administering the estate; and, as an expense of the estate, to advise with legal counsel; and the fiduciaries shall not be liable in respect of any action taken in good faith in accordance with the opinion of such legal or investment counsel;

H. To maintain such demand or savings accounts as he shall deem appropriate in a national or state bank which insures its accounts;

I. To execute and deliver deeds, leases, bills of sale, contracts, powers of attorney, assignments, and any and all other instruments which may be deemed necessary or proper to carry out the powers herein granted; and

J. To compound, compromise or adjust any and all claims and demands whatsoever.

K. To hold, manage, invest and account for the separate trusts established hereunder in one or more consolidated funds, in whole or in part, as my Trustee may determine for convenience of investment and administration.

L. To hold any part of a minor's share of any personal property for the benefit of the minor until such minor attains the age of majority in the jurisdiction where the minor resides, and to deliver all or any part of any specific legacy, bequest, devise or any item of income or principal payable to such minor from a trust established hereunder to such adult person as my executor may select for the benefit of such minor, as custodian for such minor under the applicable Uniform Transfers to Minors Act wherein the minor resides; and the receipt by such custodian to whom distribution is made shall be a complete discharge to my Executor or Trustee in respect of any such bequest, legacy, devise, or distribution of income or principal, with no duty on the part of my Executor or Trustee to make such distribution to a guardian of the minor or to acquire a bond or to see to the application of such distribution.

ARTICLE VII.

APPOINTMENT OF TRUSTEE

I name Thomas William Young, Jr., to serve as Trustee of the trusts created under this Will. If he should die, decline to serve, cease to serve or be disqualified from serving as the Trustee of the trusts created under this Will, either before or at the time of the creation of the trusts established hereunder, or thereafter, then I name Elizabeth Lamar Young to serve as successor Trustee of the trusts created hereunder. If both Thomas William Young, Jr. and Elizabeth Lamar Young should die, cease to serve or be disqualified from serving as the Trustee of the trusts created under this Will, either before or at the time of the creation of the trusts established hereunder, or thereafter, then I name Benjamin Maury Young to serve as successor Trustee of the trusts created hereunder.

ARTICLE VIII.

APPOINTMENT OF EXECUTOR

I hereby nominate and appoint Thomas William Young, Jr., to serve as Executor of this Will. If he should die, decline to serve, cease to serve or be disqualified from serving as Executor of this Will at any time, then I name Benjamin Maury Young to serve as Executor of this Will.

ARTICLE IX.

EXEMPTION OF EXECUTOR AND TRUSTEE

I direct that any Executor and Trustee of this Will and any trust established hereby, whether appointed herein or serving as a successor to the Executor and Trustee appointed herein, be allowed to serve in such capacity without the necessity of furnishing any bond or other security for the faithful performance of the duties of the office, without the necessity of making any report or final settlement to any court of their proceedings as such Executor or Trustee and without the necessity of filing any inventory of the property coming into their hands, although they shall make and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I further direct that any successor Executor or Trustee shall have, as such Executor or Trustee, all the powers, rights and duties that the original Executor or Trustee would have had as such.

IN WITNESS WHEREOF, I, Thomas William Young, Sr., the Testator, sign my name to this instrument this 25th day of September, 1996, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

THOMAS WILLIAM YOUNG, SR.

We, Paul M. James, Jr., Virginia Ray Hartley, and _____, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his Last Will and Testament and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this Will as witnesses to the Testator's signing, and that to the best of our knowledge the Testator is nineteen years of age or older, of sound mind, and under no constraint or undue influence.

Paul M James Witness of 1123 Woodward Ave Montgomery AL

Virginia Ray Hartley Witness of 619 Bellehurst Dr. Montgomery, AL

_____ Witness of _____

STATE OF ALABAMA

COUNTY OF MONTGOMERY

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me by THOMAS WILLIAM YOUNG, SR., Testator, and SUBSCRIBED AND SWORN TO before me by Paul M. James Jr., Virginia Ray Hartley and _____, witnesses, this 25th day of September, 1996.

(OFFICIAL SEAL) Signed: Kim D Simon
Notary Public

My Commission Expires: 10/11/99

FILED IN PROBATE COURT OF MONTGOMERY COUNTY, AL
JUDGE OF PROBATE

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PAGE 6 OF MY WILL: _____
T.W.Y., SR.

BOOK 10248 PG 932

AUTHENTICATION OF RECORD

THE STATE OF ALABAMA,
MONTGOMERY COUNTY. } IN PROBATE COURT.

I, the undersigned, Walker Hobbie, Jr., Presiding Judge and ex-officio Clerk of the Probate Court, within and for the County of Montgomery and State of Alabama, the same being a Court of Record and having a Seal, and I being by law the Clerk thereof, do, as such Clerk, hereby certify and attest that I am duly commissioned and qualified as Judge of said Probate Court, and am now the Presiding Judge thereof. And I further certify that the foregoing is a true and accurate copy of the

Last Will and Testament of Thomas William Young, Sr., deceased, as fully and completely as the same appears of record inthis office as filed on the 31st day of October, 1996.

as the same appears on file and of record upon the Records of said Court; the same having been by me carefully compared with reference thereto;

And I, as Presiding Judge of said Court, do hereby further certify that at the date of this certificate, I am by law of said State of Alabama ex-officio Clerk of said Probate Court, and keeper of its seal, and have custody of its files and records, and am duly authorized to certify as aforesaid, and that the foregoing exemplification of record is duly authenticated, and that attestation is in due form of law.

PROBATE COURT STATE OF ALABAMA MONTGOMERY COUNTY

IN TESTIMONY WHEREOF, I have hereunto set my hand as Presiding Judge and Clerk aforesaid and affixed the seal of said Probate Court at Montgomery, Alabama, this 31st day of October, A.D., 1996.

Walker Hobbie

Presiding Judge and Ex-Officio Clerk of Probate Court.