

This instrument was prepared by:

(Name) Mitchell A. Spears
P. O. Box 119
(Address) Montevallo, Alabama 35115

Send Tax Notice to:

(Name) Minnie Lee Spain
1166 Dolphin Road
(Address) Cantonment FL 32533
Minimum Value \$1000.00

WARRANTY DEED

STATE OF ALABAMA
COUNTY OF SHELBY

)
) KNOW ALL MEN BY THESE PRESENTS,

That, in consideration of One Dollar and Other Good and Valuable Consideration, (\$1.00) -----DOLLARS, to the undersigned grantor (whether one or more), in hand paid by the Grantee herein, the receipt whereof is acknowledged, I or we, MYRA NELL SEALE, an unmarried woman, NORA OPAL NABORS, a married woman, ROBERT HOWARD SPAIN, an unmarried man, FAYE PORTER, a married woman, LILLIE MAE GLOSSON, a married woman, JEFFREY LYNN SPAIN, a married man, JOYCE MARIE GEORGE, a married woman, SONIA LEE STANLEY, a married woman, DONNA GAIL BARRENGER, a married woman, JAMES BARRY SPAIN, a married man, JAMES DAVID VAN METER, a married man, GLENDA HAZEL ADAMS, a married woman, DEBORAH ANN GRAHAM, a married woman, GERALD BRISCO VAN METER, an unmarried man, and MINNIE LEE SPAIN, an unmarried woman (herein referred to as GRANTOR, whether one or more), grant, bargain, sell and convey unto MINNIE LEE SPAIN, (herein referred to as GRANTEE whether one or more), the following described real estate, situated in SHELBY County, Alabama, to wit:

PARCEL I:

Commence at the point 14 chains S of the NW corner of the NW 1/4 of NE 1/4 of Section 16, Township 22 S, Range 2 W, and run thence E to a point on the E right-of-way of U.S. Highway 31; thence run in a Southerly direction along the E right-of-way line of said U.S. Highway 31 to a point; thence turn E 210 feet; thence run N and parallel with the E right-of-way line of said Highway a distance of 210 feet to the N line of the Johnny and Minnie Spain property; thence run W along said N line to the Point of Beginning.

PARCEL II:

Beginning at a point 14 chains S of the NW corner of the NW Quarter of NE 1/4 of Section 16, Township 22 S, Range 2 W, and run S 6.3 chains to the SW corner of said forty acres; thence S 3 chains to a point; thence E 6.50 chains to the Calera and Birmingham Public Road; thence N along said road 5.20 chains to the right-of-way of L & N Railroad; thence N along said right-of-way 4 chains; thence W 1 chain to the Point of Beginning. Situated in NW 1/4 and in the SW 1/4 of NE 1/4 of Section 16, Township 22 S, Range 2 W, Shelby County, Alabama.

LESS AND EXCEPT the property conveyed in Deed Book 274, page 25; and Deed Book 194, Page 410, in Probate Office.

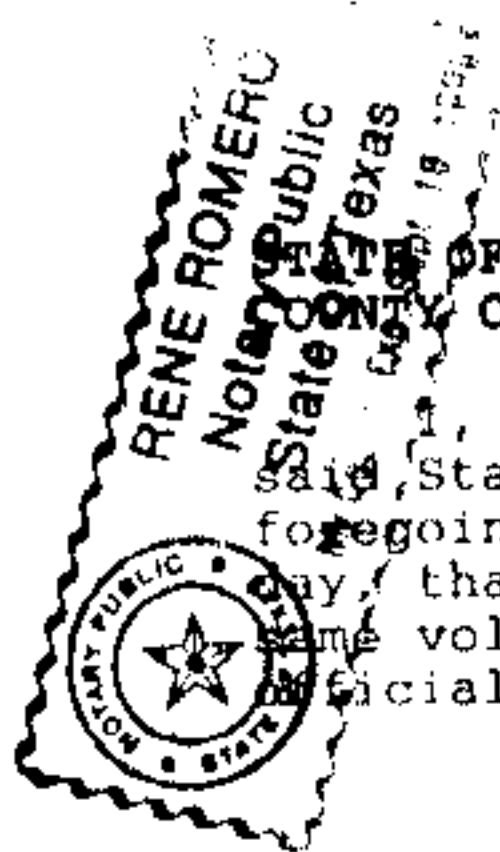
Being combined and described as follows:

Commence at the NW corner of the NW 1/4 of the NE 1/4 of Section 16, Township 22 S, Range 2 W, Shelby County, Alabama; thence run S 3 deg. 09' 45" W a distance of 926.05 feet; thence N 87 deg. 54' 33" E a distance of 129.05 feet to the Easterly right-of-way of U.S. Highway 31 being the Point of Beginning; thence continue N 87 deg. 54' 33" E a distance of 359.08 feet to the Westerly Right-of-Way of the CSX Railroad, being a point on a curve to the right, concave Westerly with the radius of 1909.86 feet, a chord of 452.90 feet and a chord bearing of S 1 deg. 41' 51" E; thence run Southeasterly then Southerly along the arc of said curve a distance of 453.97 feet; thence N 85 deg. 38' 42" W a distance of 103.77 feet; thence N 5 deg. 10' E a distance of 64.71 feet; thence N 84 deg. 50' W a distance of 125.00 feet; thence S 5 deg. 10' W a distance of 64.53 feet; thence N 86 deg. 23' 40" W a distance of 149.13 feet to the Easterly Right-of-Way of U.S. Highway 31, being a point on a curve to the right, concave Easterly with a radius of 2162.09 feet, a chord of 410.93 feet and a chord bearing of N 00 deg. 37' 51" E; thence run Northwesterly then Northerly along the arc of said curve a distance of 411.55 feet to the Point of Beginning, being 76.88 feet S 7 deg. 05' 26" W from a concrete monument stamped "P.T. 197 + 55.9". Said parcel contains 3.608 acres, more or less.

Inst # 1997-42097

12/30/1997-42097
09:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
016 MCD 70.00

Inst # 1997-42097



OF TEXAS

COUNTY OF Dallas

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Nora Opal Nabors** whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date. Given under my hand and official seal this 12th day of Dec, 1997.

Rene Romero
Notary PublicMy Commission Expires: 9-18-98STATE OF ~~TEXAS~~ AlabamaCOUNTY OF Shelby

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Robert Howard Spain**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 24th day of November, 1997.Robert H. Spain
Notary PublicMy Commission Expires: 9/98

STATE OF ALABAMA

COUNTY OF SHELBY

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Faye Porter**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 24th day of November, 1997.Faye Porter
Notary PublicMy Commission Expires: 9/98

STATE OF ALABAMA

COUNTY OF SHELBY

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Lillie Mae Glosson**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 24th day of November, 1997.Lillie Mae Glosson
Notary PublicMy Commission Expires: 9/98

STATE OF ALABAMA

COUNTY OF SHELBY

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Jeffrey Lynn Spain** whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 10th day of December, 1997.Jeffrey Lynn Spain
Notary PublicMy Commission Expires: 11-7-97

SUBJECT TO:

Taxes for 1998 and subsequent years. 1998 ad valorem taxes are a lien but not due and payable until October 1, 1998.

Easement to Alabama Power Company as recorded in Deed Book 54, Page 144, in Probate Office.

Right of Way to Shelby County as recorded in Deed Book 150, Page 431, in Probate Office.

Any part of caption lands lying within a public road.

Rights of others if any, in and to the use of dirt road on survey of Barton F. Carr, dated November 18, 1997.

Power and Telephone lines as shown on survey of Barton F. Carr, dated November 18, 1997.

Mineral and mining rights are not insured.

REFERENCE IS HEREBY MADE TO THE HEIRSHIP AFFIDAVIT, HERETO ATTACHED AS EXHIBIT "A", ALONG WITH EXHIBITS "A-1" AND "A-2" WHICH ARE ALSO ATTACHED, FOR REFERENCE PURPOSES, ALL OF WHICH ARE FULLY INCORPORATED HERewith.

THE ABOVE DESCRIBED REAL ESTATE DOES NOT CONSTITUTE THE HOMESTEAD OF ANY OF THE MARRIED GRANTORS, HEREINABOVE DESIGNATED, NOR THAT OF THEIR RESPECTIVE SPOUSES, NEITHER IS IT CONTIGUOUS THERETO.

TO HAVE AND TO HOLD, To the said GRANTEE, his, her or their heirs and/or assigns forever.

And I (we) do, for myself (ourselves) and for my (our) heirs, executors and administrators, covenant with said GRANTEE, his, her or their heirs and assigns, that I am (we are) lawfully seized in fee simple of said premises; that they are free from all encumbrances, unless otherwise stated above; that I (we) have a good right to sell and convey the same as aforesaid; that I (we) will, and my (our) heirs, executors and administrators shall warrant and defend the same to the said GRANTEE, his, her or their heirs and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hand(s) and seal(s) this 25th day of November, 1997.

Myra Nell Seale (SEAL)
Myra Nell Seale

Robert Howard Spain (SEAL)
Robert Howard Spain

Lillie Mae Glosson (SEAL)
Lillie Mae Glosson

Joyce Marie George (SEAL)
Joyce Marie George

Donna Gail Barringer (SEAL)
Donna Gail Barringer

James David Van Meter (SEAL)
James David Van Meter

Deborah Ann Graham (SEAL)
Deborah Ann Graham

Minnie Lee Spain (SEAL)
Minnie Lee Spain

Nora Opal Nabors (SEAL)
Nora Opal Nabors

Faye Porter (SEAL)
Faye Porter

Jeffrey Lynn Spain (SEAL)
Jeffrey Lynn Spain

Sonia Lee Stanley (SEAL)
Sonia Lee Stanley

James Barry Spain (SEAL)
James Barry Spain

Glenda Hazel Adams (SEAL)
Glenda Hazel Adams

Gerald Brisco Van Meter (SEAL)
Gerald Brisco Van Meter

STATE OF FLORIDA

COUNTY OF Escambia

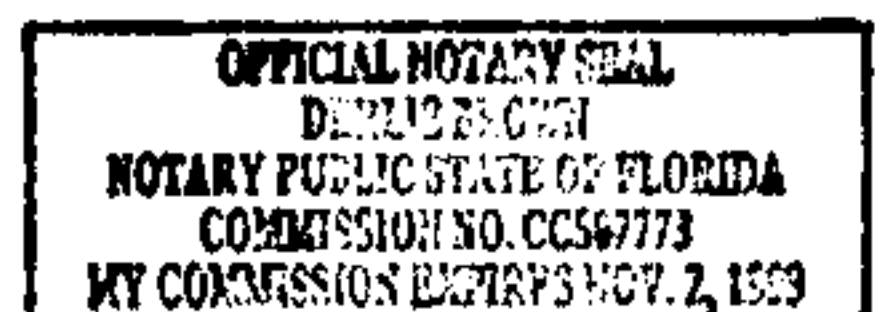
General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Myra Nell Seale**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 25th day of November, 1997.

Notary Public

My Commission Expires: _____



STATE OF OKLAHOMA)
COUNTY OF Blaine) General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Joyce Marie George**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 6 day of Dec, 1997.

Kinda Jones

Notary Public

My Commission Expires: 12/11/98

STATE OF ALABAMA)
COUNTY OF JEFFERSON) General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Sonia Lee Stanley**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of December, 1997.

Brichelle K. Adams

Notary Public

My Commission Expires: 5/17/99

STATE OF OKLAHOMA)
COUNTY OF BLAINE) General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Donna Gail Barringer**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 8th day of Dec, 1997.

Judy M. Chapman

Notary Public

My Commission Expires: 11-5-2000

STATE OF ALABAMA)
COUNTY OF JEFFERSON) General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **James Barry Spain**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of December, 1997.

Brichelle K. Adams

Notary Public

My Commission Expires: 5/17/99

STATE OF TEXAS)
COUNTY OF Dallas) General Acknowledgment

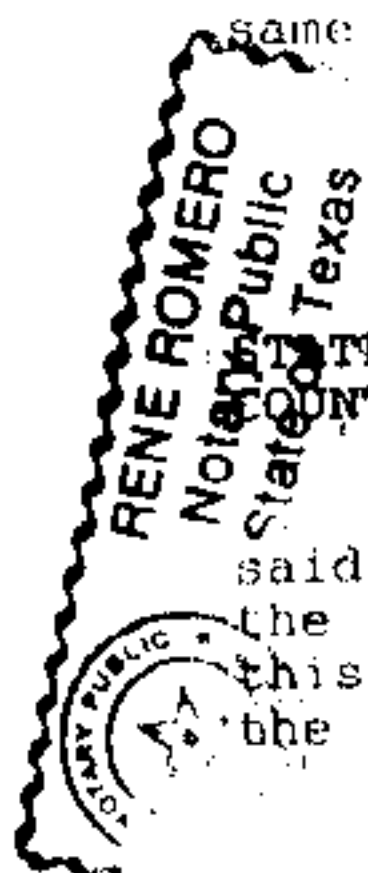
I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **James David Van Meter**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of Dec, 1997.

Rene Romero

Notary Public

My Commission Expires: 9-18-98



RENE ROMERO
Notary Public
State of Texas
Sept. 18, 1998

STATE OF TEXAS
COUNTY OF Dallas

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Glenda Hazel Adams**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of Dec., 1997.

Rene Romero
Notary Public
My Commission Expires: 9-18-98

RENE ROMERO
Notary Public
State of Texas
Sept. 18, 1998

STATE OF TEXAS
COUNTY OF Dallas

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Deborah Ann Graham**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of Dec., 1997.

Rene Romero
Notary Public
My Commission Expires: 9-18-98

RENE ROMERO
Notary Public
State of Texas
Sept. 18, 1998

STATE OF TEXAS
COUNTY OF Dallas

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Gerald Brisco Van Meter**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of Dec., 1997.

Rene Romero
Notary Public
My Commission Expires: 9-18-98

STATE OF FLORIDA
COUNTY OF Volusia

General Acknowledgment

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that **Minnie Lee Spain**, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 25th day of December, 1997.

Minnie Lee Spain
Notary Public
My Commission Expires: _____

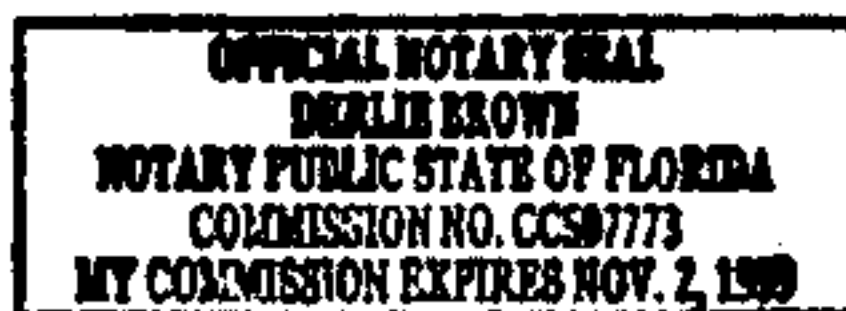


EXHIBIT "A"

STATE OF ALABAMA)
COUNTY OF SHELBY)

Instrument Prepared By:
Mitchell A. Spears
Attorney at Law
P. O. Box 119
Montevallo, AL 35115
(205) 665-5076

HEIRSHIP AFFIDAVIT

BEFORE ME, personally appeared FAYE PORTER, LILLIE MAE GLOSSON and SYDNEY ANN WYATT, to me, personally known, who being by me duly sworn, on oath did say that said Affiants are familiar with the family history of Johnny Spain, also known as John W. Spain and John Wesley Spain, hereby acknowledging that he sometimes used said signatory name designations, interchangeably.

1. On or about July 19, 1979, said Johnny Spain deceased in Jefferson County, Alabama, while residing in Shelby County, Alabama, and at the time of his death, said decedent was seized and vested with ownership interest in the following described real estate:

PARCEL I:

Commence at the point 14 chains S of the NW corner of the NW 1/4 of NE 1/4 of Section 16, Township 22 S, Range 2 W, and run thence E to a point on the E right-of-way of U.S. Highway 31; thence run in a Southerly direction along the E right-of-way line of said U.S. Highway 31 to a point; thence turn E 210 feet; thence run N and parallel with the E right-of-way line of said Highway a distance of 210 feet to the N line of the Johnny and Minnie Spain property; thence run W along said N line to the Point of Beginning.

PARCEL II:

Beginning at a point 14 chains S of the NW corner of the NW Quarter of NE 1/4 of Section 16, Township 22 S, Range 2 W, and run S 6.3 chains to the SW corner of said forty acres; thence S 3 chains to a point; thence E 6.50 chains to the Calera and Birmingham Public Road; thence N along said road 5.20 chains to the right-of-way of L & N Railroad; thence N along said right-of-way 4 chains; thence W 1 chain to the Point of Beginning. Situated in NW 1/4 and in the SW 1/4 of NE 1/4 of Section 16, Township 22 S, Range 2 W, Shelby County, Alabama.

LESS AND EXCEPT the property conveyed in Deed Book 274, page 25; and Deed Book 194, Page 410, in Probate Office.

Being combined and described as follows:

Commence at the NW corner of the NW 1/4 of the NE 1/4 of Section 16, Township 22 S, Range 2 W, Shelby County, Alabama; thence run S 3 deg. 09' 45" W a distance of 926.05 feet; thence N 87 deg. 54' 33" E a distance of 129.05 feet to the Easterly right-of-way of U.S. Highway 31 being the Point of Beginning; thence continue N 87 deg. 54' 33" E a distance of 359.08 feet to the Westerly

Right-of-Way of the CSX Railroad, being a point on a curve to the right, concave Westerly with the radius of 1909.86 feet, a chord of 452.90 feet and a chord bearing of S 1 deg. 41' 51" E; thence run Southeasterly then Southerly along the arc of said curve a distance of 453.97 feet; thence N 85 deg. 38' 42" W a distance of 103.77 feet; thence N 5 deg. 10' E a distance of 64.71 feet; thence N 84 deg. 50' W a distance of 125.00 feet; thence S 5 deg. 10' W a distance of 64.53 feet; thence N 86 deg. 23' 40" W a distance of 149.13 feet to the Easterly Right-of-Way of U.S. Highway 31, being a point on a curve to the right, concave Easterly with a radius of 2162.09 feet, a chord of 410.93 feet and a chord bearing of N 00 deg. 37' 51" E; thence run Northwesterly then Northerly along the arc of said curve a distance of 411.55 feet to the Point of Beginning, being 76.88 feet S 7 deg. 05' 26" W from a concrete monument stamped "P.T. 197 + 55.9". Said parcel contains 3.608 acres, more or less.

2. Johnny Spain, the decedent herein, had and maintained the principal place of his residence at Route 2, Box 694, Calera, Shelby County, Alabama, at the time of his decease.

3. Affiants further state that said decedent, Johnny Spain, left surviving the following persons, all of whom are over the age of nineteen (19) years and of sound mind, as heirs or otherwise interested in decedent's estate;

- a) **Minnie Lee Spain**, surviving spouse
1166 Dophin Road
Cantonment, Florida 32533
- b) **Myra Nell Seale**, surviving daughter
1166 Dophin Road
Cantonment, Florida 32533
- c) **Nora Opal Nabors**, surviving daughter
2509 Highway 1187
Crowley, Texas 76036-9151
- d) **Robert Howard Spain**, surviving son
14311 Skyfrost Lot 329
Dallas, Texas 75253
- e) **Faye Porter**, surviving daughter
88 Chilton Co. Rd. 33
Calera, Alabama 35040
- f) **Lillie Mae Glosson**, surviving daughter
205 Hidden Valley Drive
Montevallo, Alabama 35115

g) Johnny Spain the decedent herein, who was also known as John W. Spain, and John Wesley Spain, left two other children to survive him, whose names and dates of decease are stated as follows:

Jesse Franklin Spain, surviving son, whose date of decease is May 29, 1995.

Virginia Hazel Van Meter Ragsdale, who was also known as Virginia Hazel Van Meter, and who sometimes used said names, interchangeably, whose date of decease is February 11, 1997.

4. **Jesse Franklin Spain** died intestate on or about May 29, 1995, leaving only certain children to survive him, whose names and addresses are stated as follows:

- a) **Jeffrey Lyn Spain**
221 Highway 209
Calera, Alabama 35040
- b) **Joyce Marie George**
7450 Debbielyn Lane
Norman, OK 73072
- c) **Sonia Lee Stanley**
21794 Holifield Road
McCalla, Alabama 35111
- d) **Donna Gail Barranger**
1619 North Forrest
Watonga, OK 73772
- e) **James Barry Spain**
21794 Holifield Road
McCalla, Alabama 35111

5. **Virginia Hazel Van Meter Ragsdale**, who deceased testate on February 11, 1997, left only her children to survive her, whose names and addresses are hereinafter designated as follows:

- a) **James David Van Meter**
3044 Old Denton Road 111-227
Carrollton, Texas 75007
- b) **Glenda Hazel Adams**
2306 Greenhill Drive
Carrollton, Texas 75006
- c) **Deborah Ann Graham**
1737 E. Frankfurt Road, #904
Carrollton, Texas 75007
- d) **Gerald Brisco Van Meter**
2322 Stoneglen Lane
Carrollton, Texas 75007

6. All of the surviving children of **Jesse Franklin Spain**, and **Virginia Hazel Van Meter Ragsdale** are over the age of nineteen (19) years, and of sound mind.

7. Johnny Spain, also known as John W. Spain and John Wesley Spain died testate, and a copy of his Will is hereto attached as **Exhibit "A-1"**. It should be noted that, within the body of such Will, said Johnny Spain did devise and bequeath unto his wife, Minnie Lee Spain, all real, personal and mixed property of which he may have died seized and possessed of, and that Minnie Lee Spain is still living, at the time of execution of this Affidavit.

8. The oath of Executors, Letters Testamentary, along with the Last Will and Testament of Virginia Hazel Van Meter, also known as Virginia Hazel Van Meter Ragsdale is attached hereto as **Exhibit "A-2"**. It should further be noted that James Daniel Van Meter, the husband of Virginia Hazel Van Meter Ragsdale, had predeceased her, and that the entirety of her estate was left to her four (4) children, all of whom are living, pursuant to the terms of her Last Will and Testament.

9. Other than the heirs hereinabove designated as heirs or persons otherwise interested in the estate of Johnny Spain, also known as John W. Spain and John Wesley Spain, there are no children, either natural or adopted, or any other persons, who have or maintain an interest within the estate of Johnny Spain.

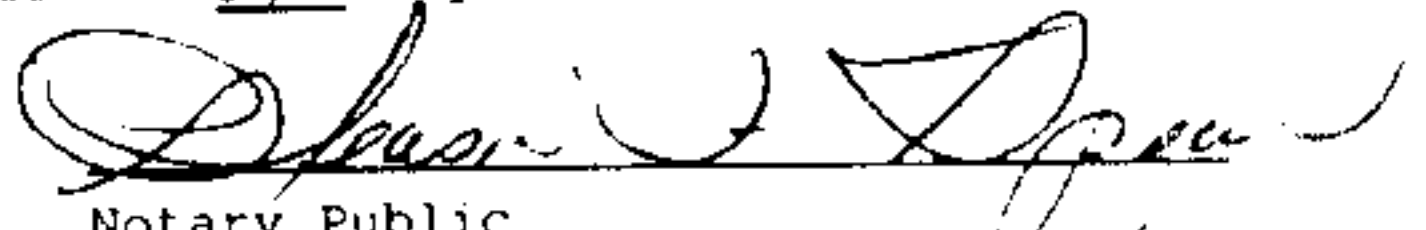
10. All debts and charges against the estate of Johnny Spain have heretofore been fully paid and satisfied.

FURTHERMORE, the Affiants saith naught.


Faye Porter

STATE OF ALABAMA)
COUNTY OF SHELBY)

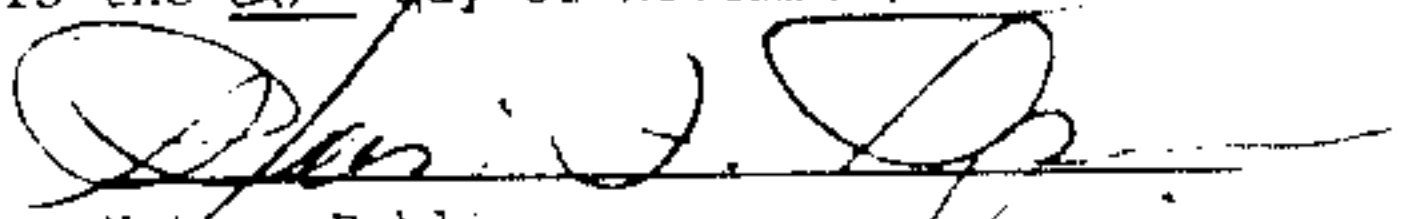
Sworn to and subscribed before me this the 24th day of November, 1997.

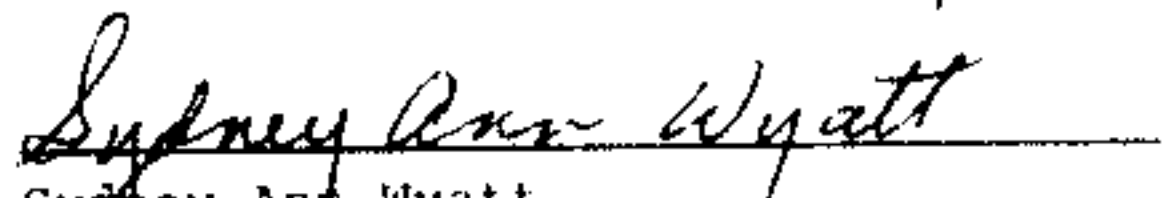

Notary Public
My commission expires: 9/98




Lillie Mae Glosson

STATE OF ALABAMA)
COUNTY OF SHELBY)

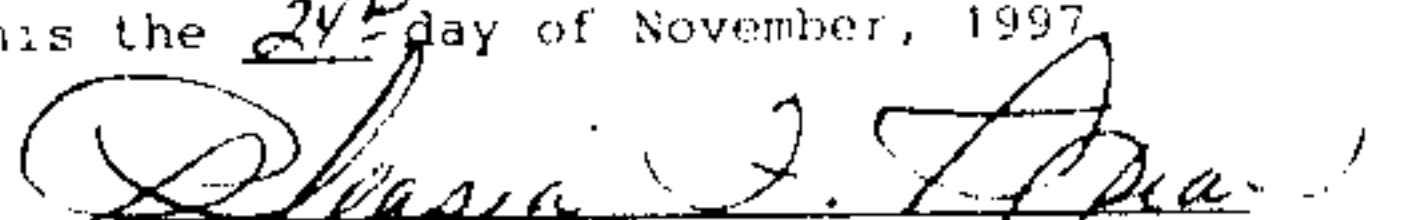
Sworn to and subscribed before me this the 24th day of November, 1997.


Notary Public
My commission expires: 9/98


Sydney Ann Wyatt

STATE OF )
COUNTY OF )

Sworn to and subscribed before me this the 24th day of November, 1997.


Notary Public
My commission expires: 9/98

Last Will and Testament

of

JOHN W. SPAIN

STATE OF ALABAMA

SHELBY COUNTY

I, John W. Spain of Shelby County, Alabama, being of sound mind and disposing memory and being mindful of the certainty of death and of the uncertainty of life, do hereby make and publish this, my last will and testament, hereby revoking all former wills, if any, by me at any time made:

ITEM ONE: It is my will that all of my legal debts and funeral expenses be paid as soon after my death as is practicable.

ITEM TWO: I will, devise and bequeath to my wife, Minnie Lee Spain, all real, personal and mixed property of which I may die seized and possessed or to which I may be entitled in equity at the time of my death.

ITEM THREE: In the event my wife, Minnie Lee Spain, is not living at the time of my death, then I direct that all of my assets, both, real and personal, be sold at public or private sale, whichever will bring the most money, and that the proceeds are to be divided among my seven children whose names are as follows: Hazel VanMetter, Jesse F. Spain, Myra Nell Seale, Opal Nabors, Howard Spain, Fay Porter and May Glosson, share and share alike. If any of my said children should predecease me, leaving lineal descendants surviving, such lineal descendants shall take per stirpes the share to which my deceased child would have been entitled if living.

ITEM FOUR: I hereby nominate and appoint my wife, Minnie Lee Spain, as the Executrix of this Will, without bond, and without the necessity of accounting to any Court for her actions as such.

LAST WILL AND TESTAMENT OF JOHN W. SPAIN

PAGE TWO

ITEM FIVE: In the event my wife, Minnie Lee Spain, is not living at the time of my death, then I hereby nominate and appoint my daughters, Myra Nell Seale and Fay Porter, as co-executrices of this Will, without bond, and without the necessity of accounting to any Court for their actions as such. It is my will and I authorize, direct and empower my executrices to sell any of the assets of said estate, whether real or personal at public or private sale and to execute all deeds, mortgages, powers of attorneys, assignments, releases and any other papers, in connection with the administration of my estate.

IN WITNESS WHEREOF, I hereunto set my hand this the 11th day of August, 1978.

John W. Spain
John W. Spain

WE, the undersigned witnesses, have hereunto set our names to the above will as witnesses, in the presence of John W. Spain, and in the presence of each other, at his request on the same day the same bears date.

Myra Nell Seale
Fay Porter

EXHIBIT "A-2"

NO. 97-683-P2

IN THE ESTATE OF


HAZEL VIRGINIA VAN METER

DECEASED

96 MAR 24 } NO : 52 IN THE PROBATE COURT # 2
 } IN AND FOR
 } DALLAS COUNTY, TEXAS

OATH OF EXECUTOR

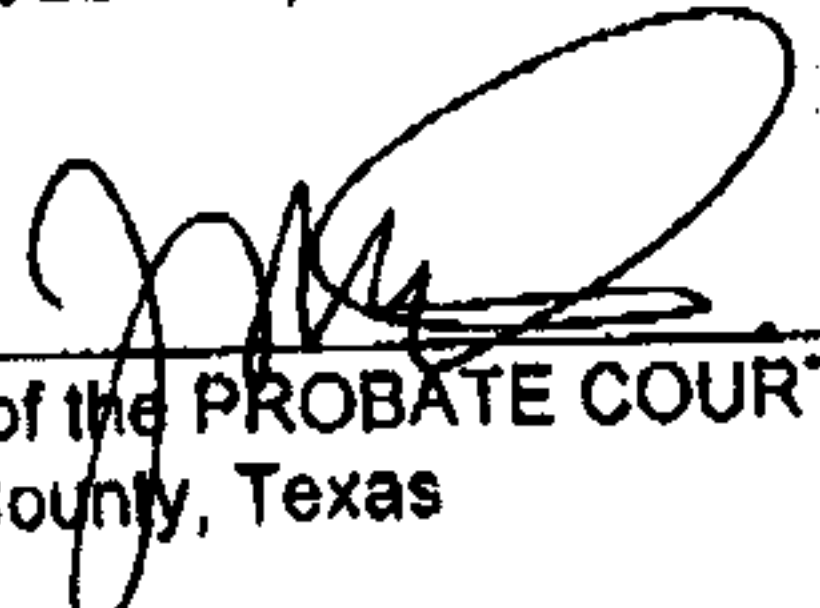
We, each of us, do solemnly swear that the writing which has been offered to probate is the Last Will and Testament of HAZEL VIRGINIA VAN METER I know or believe, and that I will well and truly perform all the duties of Co-Independent Executor of said Estate.


GLENDA HAZEL ADAMS
Co-Independent Executor


GERALD BRISCO VAN METER
Co-Independent Executor

SWORN TO AND SUBSCRIBED BEFORE ME by GLENDA HAZEL ADAMS and GERALD BRISCO VAN METER, this the 24th day of MARCH, 1997, to certify which, witness my hand and seal of office.

EARL BULLOCK, COUNTY CLERK

BY: 
Deputy of the PROBATE COURT,
Dallas County, Texas

LETTERS TESTAMENTARY

Co-Independent Executors

STATE OF TEXAS

IN PROBATE COURT # 2

COUNTY OF DALLAS

DALLAS COUNTY, TEXAS

CAUSE NO. 97-683-P2

I, EARL BULLOCK, County Clerk and Clerk of the County and Probate Courts, in and for said County, do hereby certify that on the 24th day of MARCH, 1997,

GLEND A HAZEL ADAMS & GERALD BRISCO VAN METER ARE ~~THE~~ appointed

Co-Independent Executors, without bond, of the Will and Estate of HAZEL VIRGINIA VAN METER,

Deceased, and that said appointees is fully and legally authorized and empowered to act as the Co-Independent Executors, without bond, of the Will and of the above named estate, having qualified by filing the oath on the 24th day of MARCH, 1997.

I further certify that said appointment is still in full force and effect.

Witness my hand and Official Seal of office, this 24th day of MARCH, 1997.

EARL BULLOCK, COUNTY CLERK
DALLAS COUNTY, TEXAS

By: 

Last Will and Testament

OF

HAZEL VIRGINIA VAN METER

STATE OF TEXAS

COUNTY OF DALLAS

§
§
§

KNOW ALL MEN BY THESE PRESENTS:

That I, HAZEL VIRGINIA VAN METER, of the County of Dallas, State of Texas, being of sound and disposing mind and memory, and being desirous to settle my worldly affairs, do make this, my Last Will and Testament, hereby revoking all wills made by me at any time.

I.

I desire and direct that my body be buried in a decent and Christian-like manner, suitable to my circumstances and condition in life.

II.

I desire and direct that my just debts be paid out of my estate without delay by my executor, to be hereinafter appointed, except that any debts which are payable in installments or are not due until at least one year from the date of my death need not be paid during the administration of my estate, but may, if the terms of such debts permit, be continued and paid according to their tenor.

III.

I hereby devise and bequeath unto my husband, JAMES DANIEL VAN METER, if he should survive me by thirty days, all my property both personal and real, in fee simple, to use or dispose of as he sees fit. If my husband, JAMES DANIEL VAN METER, should predecease me or should not survive me by thirty days, then all property both personal and real devised and bequeathed to him shall be and become the property of my children; GLENDA HAZEL ADAMS, JAMES DAVID VAN METER, DEBORAH ANN GRAHAM, and, GERALD BRISCO VAN METER, to be divided into equal parts, share and share alike. If any one of my children should fail to survive me, then his part shall go to his heirs.

IV.

I hereby constitute and appoint JAMES DANIEL VAN METER independent executor of my Last Will and Testament and direct that no bond or security be required of him as such independent executor. I hereby give my independent executor

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned authority, on this day personally appeared HAZEL VIRGINIA VAN METER, MELANIE WHITE and LONNA JEAN MOORE, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said HAZEL VIRGINIA VAN METER Testatrix declared to me and to said witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes herein expressed; and that the said witnesses, each on his oath stated to me, in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time nineteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Hazel Virginia Van Meter
HAZEL VIRGINIA VAN METER

Melanie White
Witness

Lonna Jean Moore
Witness

Subscribed and acknowledged before me by the said HAZEL VIRGINIA VAN METER and sworn to before me by the said MELANIE WHITE and LONNA JEAN MOORE witnesses, this the 15th day of April, A.D. 19 80.

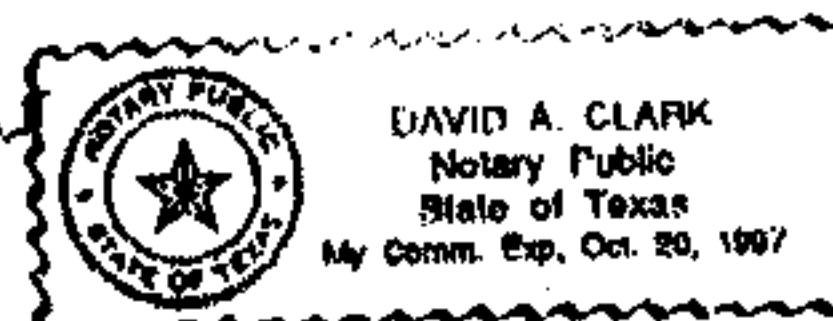
BILLY D. MOORE
My Commission Expires
December 31, 1980

Billy D. Moore
Notary Public in and for
Dallas County, Texas

This is certified copy of original

David A. Clark

David A. Clark
Notary for State of Texas
County of Dallas



hereinabove named, full power to sell, exchange convey, transfer, dispose, assign, mortgage, pledge, invest or reinvest all or any part thereof, for any purpose, and in any manner deemed advisable in the sole discretion of said independent executor and including the authority to perform any and all acts and to execute any and all acts and to execute any and all documents as may be required pursuant thereto, without the necessity of application to any court or any prior court approval; and further, no purchaser from said independent executor shall be required to see to the application of any purchase money so paid. If JAMES DANIEL VAN METER should be unable or unwilling to act as my executor, then I appoint GLENDA HAZEL ADAMS and GERALD BRISCO VAN METER, as my independent co-executors to act with full authority and no bond be required as if they were appointed originally. If all of the above named executors should be unwilling or fail to act, then I appoint my attorney, BILLY D. MOORE, as my independent executor, giving him full power as set out above and requiring no bond.

It is my desire and will that no other action shall be had in the County Court in the administration of my estate other than to prove and record this will and to file an inventory and appraisal and list of claims of my estate.

IN TESTIMONY WHEREOF, I have hereunto set my hand this the 15th day of April, A.D. 1980.

Hazel Virginia Van Meter
HAZEL VIRGINIA VAN METER

Signed, declared and published by the said HAZEL VIRGINIA VAN METER, as her Last Will and Testament in the presence of the attesting witnesses, and we have signed our names in the presence of Testatrix and in the presence of each other, at the special instance and request of Testatrix on this the 15th day of April, A.D. 1980.

Melanie White
Witness

Address: 2825 Valley View, Dallas, Texas

Lorna Jean Moore
Witness

Inst # 1997-42097

Address: 2825 Valley View, Dallas, Texas

12/30/1997-42097
09:39 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
016 MCD 70.00

Inst # 1997-42097