

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, Carol K. Johnson, Chief Clerk of the Court of Probate, in and for said County in said State hereby certify that the foregoing contains a full, true and correct copy of the ENTIRE PROBATE PROCEEDINGS

Case # 2002-10862

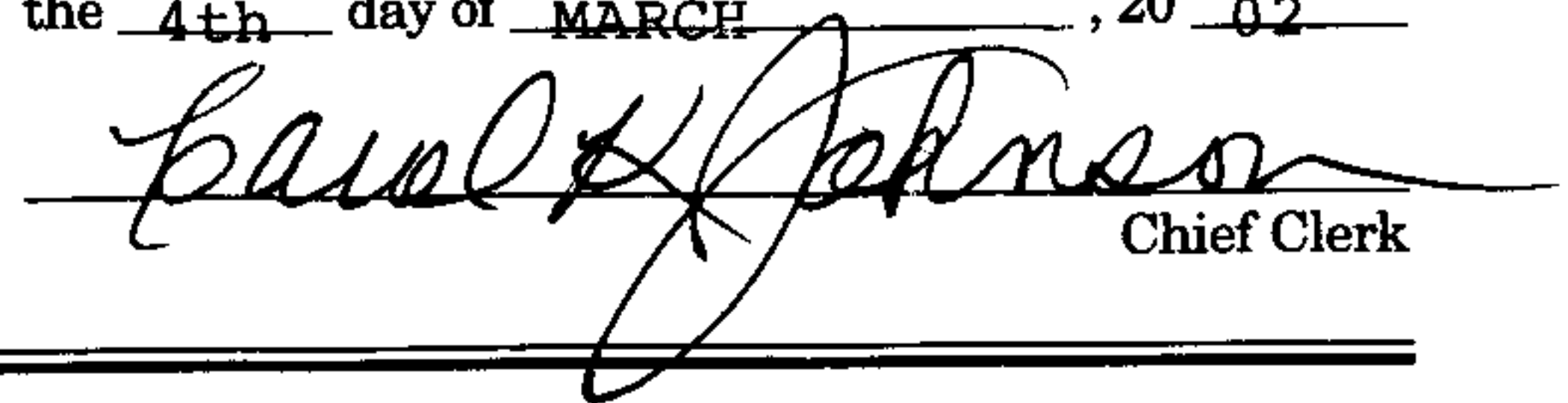
03/06/2002-10862
01:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
021 CH 71.00

in the matter of THOMAS NEWMAN CASE # 176749

as the same appears on file and of record, in this office.

Given under my hand and seal of said Court, this

the 4th day of MARCH, 20 02


Chief Clerk

IN THE MATTER OF THE ESTATE OF)
)
Thomas J. Newman)
 Deceased.)

PROBATE COURT OF
 JEFFERSON COUNTY, ALABAMA

CASE NO. **176749**

PETITION FOR PROBATE OF SELF-PROVING WILL

TO THE HONORABLE MICHAEL F. BOLIN, JUDGE OF PROBATE JEFFERSON COUNTY,
 ALABAMA:

Comes your Petitioner, Gwendoline S. Newman, and upon information and belief, respectfully shows unto your Honor the following facts:

1. Thomas J. Newman died at Pigeon Forge, Tennessee on or about the 27th day of November, 2001, and, at the time of death, was an inhabitant of Jefferson County, Alabama.

2. Surrendered herewith is the decedent's last will and testament naming petitioner as Personal Representative thereof, which was duly signed by the decedent on November 22, 1996, when over nineteen years of age, and was attested by the following witnesses: namely,

<u>Name</u>	<u>Address</u>
Leslie D. Clower	Birmingham, Alabama
Teresa N. Childs	Birmingham, Alabama
Gene M. Sellers	Birmingham, Alabama

3. The will is a self-proving will, duly sworn to and acknowledged by two of the witnesses before Gene M. Sellers, Notary Public.

4. The following is a true, correct, and complete list of the names, ages, conditions, relationships and addresses of the decedent's next-of-kin; namely,

<u>Name, age, condition, relationship</u>	<u>Address</u>
Gwendoline S. Newman, adult, sound mind, wife.	2205 Sterling Ridge Circle Birmingham, Alabama 35216
Thomas D. Newman, adult, sound mind, son.	2907 Notchview Court Charlotte, North Carolina 28210
Philip C. Newman, adult, sound mind, son.	33 West 63 rd , Apartment 3-B New York, New York 10023

Wherefore, your Petitioner prays that your Honor will take jurisdiction of this petition; will cause all such notice or citations to issue to the next-of-kin and attesting witnesses as may be proper in the premises; and will cause the proceedings to be had and done, and the proof to be taken, and render the orders and decrees as will duly and legally effect the probate and record in this Court of the will as the last will and testament of the deceased.

Attorney for Petitioner:)
Gene M. Sellers)
3410 Independence Drive)
Birmingham, Al. 35209)

Gwendoline S. Newman
Gwendoline S. Newman
2205 Sterling Ridge Circle
Birmingham, Alabama 35216

STATE OF ALABAMA,

JEFFERSON COUNTY.

Before me, the undersigned, a notary public in and for said county in said state, personally appeared Gwendoline S. Newman, who, being first duly sworn, makes oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believes, and, upon that information and belief, avers that the facts alleged therein are true and correct.

Subscribed and sworn to before me
this 3rd day of January,
2001.

Gene M. Sellers
Notary Public

Gwendoline S. Newman
Gwendoline S. Newman

Filed in the office of the Judge of Probate of Jefferson County, Alabama, the prayer granted and petition ordered recorded this 6th day of December, 2001.

Michael F. Bolin
Judge of Probate

IN THE MATTER OF THE ESTATE OF)
) PROBATE COURT OF JEFFERSON
) COUNTY, ALABAMA
)
 Thomas J. Newman)
 Deceased.) CASE NO. **176749**

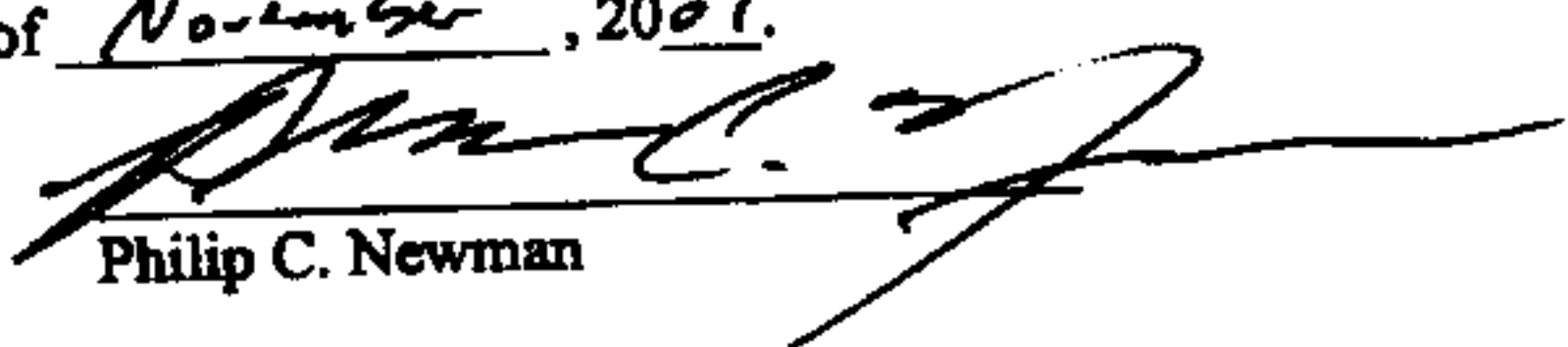
WAIVER ON PROBATE OF WILL

TO THE HONORABLE MICHAEL F. BOLIN, JUDGE OF PROBATE JEFFERSON COUNTY,
 ALABAMA:

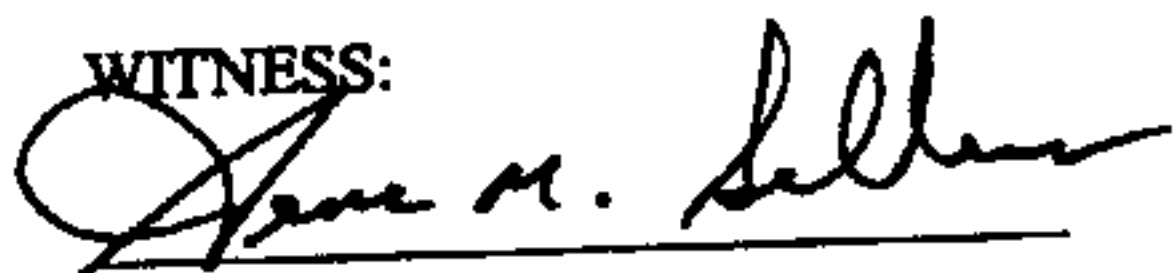
I, Philip C. Newman, of New York, New York, the son of the deceased, and over the age of
 nineteen years, do hereby accept service and waive notice of the petition of Gwendoline S. Newman,
 Personal Representative, to probate the will of Thomas J. Newman.

I do hereby waive notice either by personal service or by publication and consent and request
 that the will, which is a self-proving will bearing the date of November 22, 1996, and is attested by
 Leslie D. Clower, Teresa N. Childs, and Gene M. Sellers, be immediately admitted to probate
 without further notice of any kind to me.

WITNESS my hand this 30 day of November, 2001.


 Philip C. Newman

WITNESS:



FILED IN OFFICE THIS 6th DAY
 OF December, 2001
 AND ORDERED RECORDED.
Michael F. Bolin
 JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF) PROBATE COURT OF JEFFERSON
) COUNTY, ALABAMA
)
 Thomas J. Newman) CASE NO. **176749**
 Deceased.)

WAIVER ON PROBATE OF WILL

TO THE HONORABLE MICHAEL F. BOLIN, JUDGE OF PROBATE JEFFERSON COUNTY,
 ALABAMA:

I, Thomas D. Newman, of Charlotte, North Carolina, the son of the deceased, and over the age of nineteen years, do hereby accept service and waive notice of the petition of Gwendoline S. Newman, Personal Representative, to probate the will of Thomas J. Newman.

I do hereby waive notice either by personal service or by publication and consent and request that the will, which is a self-proving will bearing the date of November 22, 1996, and is attested by Leslie D. Clower, Teresa N. Childs, and Gene M. Sellers, be immediately admitted to probate without further notice of any kind to me.

WITNESS my hand this 30th day of November, 2001.

Thomas D. Newman
 Thomas D. Newman

WITNESS:

Gene M. Sellers

FILED IN OFFICE THIS 6th DAY
 OF December, 20 01
 AND ORDERED RECORDED.
Michael F. Bolin
 JUDGE OF PROBATE

IN THE MATTER OF THE ESTATE OF)
) PROBATE COURT OF JEFFERSON
) COUNTY, ALABAMA
)
 Thomas J. Newman)
 Deceased.) CASE NO. **176749**

WAIVER ON PROBATE OF WILL

TO THE HONORABLE MICHAEL F. BOLIN, JUDGE OF PROBATE JEFFERSON COUNTY,
 ALABAMA:

I, Gwendoline S. Newman, of Birmingham, Alabama, the wife of the deceased, and over the
 age of nineteen years, do hereby accept service and waive notice of the petition of Gwendoline S.
 Newman, Personal Representative, to probate the will of Thomas J. Newman.

I do hereby waive notice either by personal service or by publication and consent and request
 that the will, which is a self-proving will bearing the date of November 22, 1996, and is attested by
 Leslie D. Clower, Teresa N. Childs, and Gene M. Sellers, be immediately admitted to probate
 without further notice of any kind to me.

WITNESS my hand this 3 day of Dec., 2001.

Gwendoline S. Newman
 Gwendoline S. Newman

WITNESS:
Gene M. Sellers

FILED IN OFFICE THIS 6th DAY
 OF December, 20 01
 AND ORDERED RECORDED.
Michael F. Bolin
 JUDGE OF PROBATE

STATE OF ALABAMA,
JEFFERSON COUNTY.

176749

I, Thomas J. Newman, a resident of Jefferson County, State of Alabama, make, publish and declare this instrument to be my Last Will and Testament.

ITEM ONE - LIFE ESTATE

I devise a life estate in the house I own at the time of my death to my wife, Gwendoline S. Newman. Upon the death of my wife, or if she does not survive, the house will be sold and the proceeds for my interest in the house will be distributed equally to my children who survive.

ITEM TWO - PERSONAL EFFECTS

I devise all my wearing apparel, jewelry, currency on hand or in my safe deposit box, books, pictures, household furniture and furnishings, automobiles, club memberships, stadium certificates, and all other objects of my personal use to my wife, Gwendoline S. Newman, if she survive, and if not, equally to my children who survive.

The personal representative will determine the articles of property included in the above description.

ITEM THREE - DIVISION OF ESTATE

The rest, residue and remainder of my property will be disposed of by the personal representative as provided below:

(a) If my wife, Gwendoline S. Newman, survive me, the personal representative will divide the property into two shares, one of which will be referred to as Share A and the other as Share B.

Share A will consist of that percentage of my estate with a value which, when added to the value of all other property passing to my wife taxable as a part of my estate, that is exactly sufficient to reduce the Federal Estate Tax payable by reason of my death to zero, taking into account all credits and deductions used in calculating my Federal Estate Tax without increasing any state estate or death taxes, including but not limited to proceeds from life insurance policies, jointly owned property, IRA, pension, profit sharing and other retirement accounts, and any and all other assets passing to her or to a trust created for her benefit as a result of my death. Share A will be held or disposed of according to the provisions of Item Four.

Share B will consist of the remainder of my estate and will be held or disposed of according to the provisions of Item Five.

(b) If my wife does not survive me, the rest, residue and remainder of my property will constitute Share B and will be held or disposed of according to the provisions of Item Five.

ITEM THREE - MARITAL SHARE

Share A I devise to my trustees who will hold it in one or more Marital Trusts, for the use and benefit of my wife. The personal representatives will consider making the elections and filing the documents required to qualify Share A as Qualified Terminable Interest Property. In the event any Pension Plan, Profit Sharing Plan and/or Individual Retirement Account designates a Qualified Terminable Interest Property Trust created under this will as its beneficiary and distributions are to be received other than in a lump sum, my trustees may separate the interest into a separate trust.

(a) During my wife's lifetime, the trustees will pay to her the entire net income from the Marital Trusts in convenient installments but at least annually. If at any time the net income from the trusts is insufficient for the support and comfort of my wife, the trustees will pay to her the amounts of principal they deem necessary or desirable for her support and comfort. When my wife dies, all accrued or undistributed income of the trusts will be paid to her estate. The trustees will pay from trust principal all estate, inheritance or other death taxes incurred as a result of including the trust assets in my wife's estate.

(b) If my trustees are entitled to payments from any Pension Plan, Profit Sharing Plan and/or Individual Retirement Account, they will allocate to income from payments received in any calendar year an amount equal to the greater of (i) the annual income earned by the Pension, Profit Sharing and/or IRA accounts in such year plus an amount equal to any current expenses attributable to the subject accounts, and (ii) the amount required to be distributed from the Plans or Accounts pursuant to the Internal Revenue Code and the regulations thereto. Any excess will be allocated to principal and, if the payments in such year will be less than the amount equal to (i) the amount earned by the Pension, Profit Sharing and/or IRA accounts in such year plus an amount equal to any current expenses attributable to the subject accounts, and (ii) the amount required to be distributed pursuant to the Internal Revenue Code and the regulations thereto, my spouse will have the continuing right to require my trustees to withdraw from the account and pay to her as income an additional amount so that she can be paid an amount equal to such annual income unreduced by any expenses.

(c) Upon the death of my wife, the Marital Trusts will terminate and the trustees will apportion any remaining balances of the trusts so there will be one share for each of my living children and one share for the living descendants of each deceased

child. The shares will be paid to the beneficiaries as soon after apportionment as reasonably practicable.

ITEM FOUR - FAMILY SHARE

Share B I devise to my trustees who will hold it in a Family Trust for the uses and purposes outlined below:

(a) The trustees will from time to time pay to or use for the maintenance, support and education of my wife and my descendants living at the time of payment, the amounts of income and principal of the trust the trustees, other than my wife, determine. The trustees can make unequal payments and can exclude one or more persons from payments. Although they will not be obligated to follow her suggestions, I request the trustees consider the suggestions of my wife as to the needs of each beneficiary, including herself, to whom payments can be made. No one will have the right to require any distribution be made; the decision of the trustees, other than my wife, being final and binding on everyone.

(b) When my wife dies, or when I die if she does not survive me, my trustees will apportion the trust into equal parts so there will be one share for each of my living children and one share for the living descendants of each deceased child. The shares will be paid to the beneficiaries as soon after apportionment as reasonably practicable.

(c) The trustee will transfer and pay over a deceased child's share to the descendants of the child as directed by the child's last will and testament making specific reference to this limited power of appointment.

ITEM SIX - PERSONAL REPRESENTATIVES AND TRUSTEES

I appoint my wife as the personal representative of my estate, and I appoint Gwendoline S. Newman, Thomas D. Newman and Philip C. Newman as trustees.

If my wife fails or ceases to serve as the personal representative, I appoint Thomas D. Newman and Philip C. Newman as her co-successors with all the rights, powers, duties, responsibilities and exemptions as are conferred upon the original personal representative.

ITEM SEVEN - FIDUCIARY POWERS

The personal representatives and trustees will deal with property held in my estate or any trust with the powers and authority they would have if they were its absolute owners, including but not limited to the following:

(a) To collect the income therefrom.

(b) To compromise, adjust and settle in their discretion any claim in favor of or against the trust.

(c) To hold any property or securities originally received by them as a part of the trust, including any stock or interest in any family corporation, partnership or enterprise.

(d) To sell, auction, convey, exchange, lease, rent all or any portion of the trust.

(e) To invest and reinvest the trust and the proceeds of sale of any portion thereof, in such manner as the trustees deem suitable.

(f) To hold, retain or acquire property or securities which in the trustees' opinion are suitable without regard to any statutory or constitutional limitation applicable to the investment of trust funds.

(g) To vote any corporate stock in person, or by proxy or to refrain from voting.

(h) To continue or dispose of any business enterprise and to develop, add capital to, expand or alter the business of such enterprise, to appoint directors and employ officers, managers, employees or agents and to compensate and offer employee or fringe benefits to them.

(i) To develop, or change the use of real estate and to construct, alter, remodel, repair or raze any building or other improvement located thereon.

(j) To operate farms and woodlands and to take any action deemed necessary or desirable in such operations.

(k) To drill, explore, test, mine or otherwise exploit oil, gas, mineral or other natural resources.

(l) To borrow money with or without security, and to execute mortgages or collateral agreements.

(m) To advance money to any trust for any purpose of the trust, and the trustees will reimburse themselves for the money so advanced with reasonable interest thereon from the trust.

(n) To hold money in their custody while awaiting distribution or investment, even though such money be commingled with their funds and the trustees will not be required to pay interest thereon.

(o) To appoint, employ, remove and compensate such attorneys, agents and representatives for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

(p) To hold property or securities in bearer form, in the name of the trustees, or in the name of a nominee, without disclosing any fiduciary relation.

(q) To keep trust property properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon the property, and to create reserves for depreciation, depletion or such other purposes as the trustees deem necessary or desirable.

(r) To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient the payments will be paid from principal.

(s) To exercise any power hereunder, either acting alone or jointly with others.

(t) To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

(u) To buy, sell and trade any securities of any nature, including short sales, on margin, and for such purpose may maintain and operate margin accounts with brokers, and may pledge any securities held or purchased by them with such brokers as security for loans and advances made to the trustees.

ITEM EIGHT - OTHER GOVERNING PROVISIONS

The following provisions will govern for all purposes of this will and any trust created by it:

(a) **Marital Deduction.** If my wife survive me, I intend for my estate to become entitled to the Marital Deduction for Share A as provided by the Internal Revenue Code. Accordingly, Share A will be a separate share for the sole benefit of my wife and will be set aside and treated as such, effective from my death. It will not include any property which does not qualify for the marital deduction. The personal representatives and trustees will construe all provisions of my will which may require construction in order that my estate may become and remain entitled to the marital deduction and they will adopt, agree to or acquiesce in, such construction as they deem necessary or advisable.

(b) **Payments to Beneficiaries.** Any payment of income or principal to or for any beneficiary may, in the discretion of the

trustees, be made to any person or organization who will apply the payment for the use and benefit of the beneficiary.

(c) Discharge of Fiduciaries. Upon making any payment or transfer, the personal representative and trustees will be discharged as to such payment or transfer without liability for its application, and when the final payment or transfer is made from the principal of a trust, the trust will terminate and the trustees will be fully discharged as to the trust.

(d) Adopted Persons. Any adopted person will be considered as having been born to his or her adoptive parents, and his or her descendants as being descendants of such adoptive parents, whether the adoption occurs before or after the execution of this will.

(e) Hold Minor's Share. If any share of my estate or a trust becomes distributable, other than by exercise of a power of appointment, to a beneficiary who is under age twenty-one, although the share will be vested in him or her, the trustees will hold it in trust until he or she reaches age twenty-one, using and applying for the beneficiary's support, education and maintenance the income and principal they deem necessary or desirable.

(f) Adding to Trusts. Additional property may be added to a trust, with the consent of the trustees, and will be administered and disposed of in accordance with the terms of the trust.

(g) Exemptions of Fiduciaries. The personal representatives, trustees and their successors are exempt from giving bond or filing an inventory or appraisal of my estate or of any trust in any court, though they will make out and keep an inventory and will show it to any party in interest at any reasonable time. They will be free from the control and supervision of any court.

(h) Direct Distribution. Any property given to the trustees which would be immediately subject to final distribution may be transferred directly to the beneficiaries of the trust to avoid a needless transfer to the trustees as a preliminary step to distribution to the beneficiaries.

(i) Corporate Fiduciary. My wife can appoint a corporate estate representative and/or trustee, whose book value is at least Fifty Million (\$50,000,000) Dollars. After my wife's death, the adult income beneficiaries and the guardians of minor income beneficiaries, by majority vote, may terminate the appointment of the trustee or trustees and appoint a corporate trustee whose book value is not less than Fifty Million (\$50,000,000) Dollars. If a corporation is appointed, all natural representatives and/or trustees, other than my wife, will resign.

The current trustee must be notified at least sixty (60) days before the appointment of a successor trustee will take effect.

The notice will bear the formality of a conveyance of real estate, and will designate the substitute trustee which will have the same rights, powers and duties as the original trustee. After receipt of the notice, the first current trustee will deliver over to the substituted trustee all trust property remaining in its possession belonging to the trust, after first deducting all fees and charges to which it is entitled. Upon completion of the transfer, the first prior trustee will stand discharged. Subsequent changes in the trustee may be made by following the same procedure.

(j) Prevention of Lapses. All property not effectively disposed of by this will or through a trust created by it will be transferred to the individuals entitled to inherit the property and in the proportions in which they would be entitled to inherit it from me, under the laws of Alabama then in force, had I died at the time, a resident of Alabama, intestate and owned the property.

(k) Construction. Words will be construed either as singular, plural, masculine, feminine or neuter, whichever is proper in accordance with the context. Headings will not be used in the construction of this document.

IN WITNESS WHEREOF:

I, Thomas J. Newman, the testator, sign my name to this instrument on the 22 day of November, 1996, and being first duly sworn, declare to the undersigned authority that I sign and execute it 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

Thomas J. Newman
Thomas J. Newman

We, the undersigned witnesses, two being first duly sworn, sign our names to this instrument, and hereby declare that the testator signs and executes this instrument as his last will and that he 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 nineteen years of age or older, of sound mind, and under no constraint or undue influence.

Joseph D. Claver
Witness

Birmingham, Al 35205
Address

Genevieve N. Child
Witness

Birmingham, Al
Address

John M. Sullivan
Witness

Birmingham, Al
Address

STATE OF ALABAMA,

COUNTY OF JEFFERSON.

Subscribed, sworn to and acknowledged before me by Thomas J. Newman, the testator, and subscribed and sworn to before me by Leslie D. Clower and Teresa N. Childs witnesses, this 22 day of November, 1996.

Shane M. Sullivan
Notary Public

FILED IN OFFICE THIS THE 6th DAY
OF December, 2001
FOR PROBATE AND RECORD.
Michael F. Bolin
JUDGE OF PROBATE

176749

CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama
JEFFERSON COUNTY

I, Michael F. Bolin, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument _____ of writing has _____ this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament _____ of Thomas J. Newman Deceased and that said Will _____

together with the proof thereof have been recorded in my office in Judicial Record, Volume JB1891, Page 638-645.

In witness of all which I have hereto set my hand, and the seal of the said Court, this date December 6, 2001.

Michael F. Bolin, Judge of Probate.

IN THE MATTER OF:

THE ESTATE OF:

THOMAS J. NEWMAN
DECEASED

)
)
)
)
)
)
)

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 176749

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Gwendoline S. Newman 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 of Thomas J. Newman, deceased, said will bearing date, November 22, 1996, and attested by Leslie D. Clower, Teresa N. Childs and Gene M. Sellers; and praying that the same be probated as provided by law; that the petitioner is the widow of said deceased, and is named in said Will as executrix thereof; and that the next of kin of said deceased are as follows, to-wit: Thomas D. Newman, son, Charlotte, North Carolina and Philip C. Newman, son, New York, New York, each of whom is 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 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 acceptances of service are the genuine signatures of said next of kin; now on motion of said petitioner, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that said instrument is the genuine Last Will and Testament of said deceased, and that such instrument should be probated as the Last Will and Testament of said deceased. It is, therefore,

PAGE 2
CASE NUMBER 176749

ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of Thomas J. Newman, deceased, and 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 costs of this proceeding.

DONE this date, December 6, 2001.

Michael J. Bolin
Judge of Probate

IN THE MATTER OF THE ESTATE OF)
)
Thomas J. Newman.)
 Deceased.)

PROBATE COURT OF
 JEFFERSON COUNTY, ALABAMA

CASE NO. **176749**

PETITION FOR LETTERS TESTAMENTARY

TO THE HONORABLE MICHAEL F. BOLIN, JUDGE OF PROBATE JEFFERSON COUNTY,
 ALABAMA:

Comes your Petitioner, Gwendoline S. Newman, and, upon information and belief,
 respectfully shows unto your Honor the following facts:

1. In the last will and testament of Thomas J. Newman, deceased, which will has been or
 shall be duly probated and admitted to record in this Court, your Petitioner is named as the Personal
 Representative thereof.

2. Your Petitioner, Thomas J. Newman, is an inhabitant of the State of Alabama, above the
 age of nineteen years, and in no respect disqualified under the law from serving as the Personal
 Representative.

3. Under the will your Petitioner is exempt from giving any bond as the Personal
 Representative. The decedent died seized and possessed of certain real and personal property, the
 value of which is estimated, in the aggregate, to be \$1,200,000.

Wherefore, to the end that the properties constituting the estate may be collected and
 preserved for those who appear to have a legal interest therein, and that the will may be executed
 according to the requests and directions of the decedent, your Petitioner prays that your Honor will
 take judicial notice of the probate of the will of the decedent, and will grant letters testamentary to
 Petitioner in this matter, without entering bond, as is provided by the terms of the will.

Attorney for Petitioner:)
 Gene M. Sellers)
 3410 Independence Drive)
 Birmingham, Alabama 35209)

Gwendoline S. Newman
 Gwendoline S. Newman
 2205 Sterling Ridge Circle
 Birmingham, Alabama 35216

176749

STATE OF ALABAMA,

JEFFERSON COUNTY.

Before me, the undersigned, a notary public in and for said county in said state, personally appeared Gwendoline S. Newman, who, being first duly sworn, makes oath that she has read the foregoing petition and knows the contents thereof, and that she is informed and believes, and, upon that information and belief, avers that the facts alleged therein are true and correct.

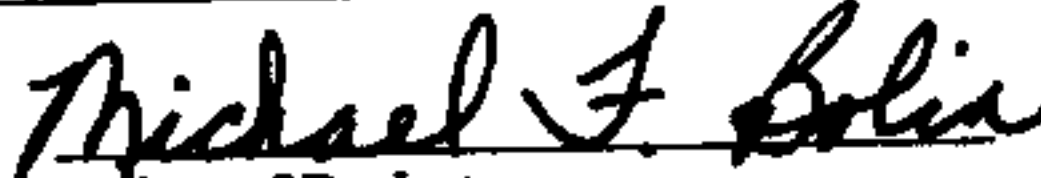
Subscribed and sworn to before me
this 3rd day of December,
2001.



Notary Public


Gwendoline S. Newman

Filed in the office of the Judge of Probate of Jefferson County, Alabama, the prayer granted
and petition ordered recorded this 6th day of December, 2001.


Judge of Probate

IN THE MATTER OF:

THE ESTATE OF:

THOMAS J. NEWMAN
DECEASED

)
)
)
)
)

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 176749

ORDER GRANTING LETTERS TESTAMENTARY WITHOUT BOND

Now on this day comes Gwendoline S. Newman and files in this Court her petition in writing, under oath, praying that Letters Testamentary upon the Will of Thomas J. Newman, deceased, be issued to her.

It is therefore **ORDERED** and **DECREED** by the Court that Letters Testamentary upon said will be granted to Gwendoline S. Newman, and that said letters issue without bond or security being required, in accordance with the terms of said will. It is further **ORDERED** that the petition in this behalf be recorded.

DONE this date, December 6, 2001.



Judge of Probate

LETTERS TESTAMENTARY

PROBATE - 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMATHOMAS J. KERNAN

Deceased

CASE NO. 176749

LETTERS TESTAMENTARY

TO ALL WHOM IT MAY CONCERN:

The Will of the above-named deceased having been duly admitted to record in said county. Letters Testamentary are hereby granted to GWENDOLINE S. KERNAN 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, DECEMBER 6, 2001*Michael F. Bolin*

Judge of Probate

I, Carol K. Johnson, Chief Clerk of the Court of Probate 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, _____

Chief Clerk

Inst # 2002-10862

03/06/2002-10862
01:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
021 CH 71.00