

THE STATE OF ALABAMA

ELMORE COUNTY, ALABAMA

PROBATE COURT

I, JIMMY STUBBS, AS JUDGE OF PROBATE IN AND FOR THE SAID COUNTY IN SAID STATE, HEREBY CERTIFY THAT THE WITHIN AND FOREGOING IS A FULL, TRUE AND CORRECT COPY OF:

WILL, PETITION FOR PROBATE OF WILL, PETITION FOR LETTERS TESTAMENTARY, DECREE ADMITTING WILL TO PROBATE AND GRANTING LETTERS TESTAMENTARY, LETTERS OF TESTAMENTARY AND CERTIFIED LETTERS OF TESTAMENTARY OF THE ESTATE OF FRED NOE, DECEASED

CASE NO. 2003-409

AS FULLY AND COMPLETELY AS THE SAME APPEARS ON FILE AND OF RECORD IN THIS OFFICE.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 28TH DAY OF APRIL, 2004.


JIMMY STUBBS
JUDGE OF PROBATE

PETITION FOR PROBATE OF WILL

PROBAT P2004 781

THE STATE OF ALABAMA, ELMORE COUNTY

PROBATE COURT

2003-409

The Petition of Myra Lacey for the Probate of the Will of Fred Sam Noe, Deceased.

To the Hon. Jimmy Stubbs, Judge of Probate, Elmore County.

The petition of the undersigned, Myra Lacey, respectfully represents and shows unto your Honor that Fred Sam Noe departed this life in Tallassee, Alabama, on or about the 12th day of July, 2003, and was at the time of his death an inhabitant of this County and State, leaving assets in this State and leaving a Last Will and Testament, duly signed and published by Fred Sam Noe, and attested by Peggy J. Letson and Dorothy Jackson, that your Petitioner as Executrix verily believes she was named in the said Will as Executrix, and does now herewith surrender the said Will to the Court.

The names, ages and condition of the next-of-kin are as follows, viz.:

Myra Lacey, daughter, 807 Truman Street, Tallassee, AL 36078; over 19 years of age and sane;

Robert Fred Noe, deceased son, who is survived by:

Robert Ferrell Noe, son, 43 Noe Way, Highway 26, Columbiana, AL 35051, over 19 years of age and sane;

Melanie Dawn McCartney, daughter, 50 Noe Way, Highway 26, Columbiana, Alabama 35051, over 19 years of age and sane;

Benjamin Corey Noe, son, 25 Noe Way, Highway 26, Columbiana, Alabama 35051; who is a minor;

James Earl Noe, deceased son, who is survived by:

Jana Melinda Noe, daughter, 1759 Old Highway 31, Alabaster, AL 36007, over 19 years of age and sane.

The decedent was predeceased by his wife, Hesterlene Noe, who died on or about October of 2001.

Your Petitioner avers that all heirs-at-law have executed a Waiver of Notice, with the exception of the minor grandson. Your Petitioner requests that this Honorable Court appoint a Guardian ad-litem to represent the interests of said minor and set a date for Hearing, serving Notice to said Guardian ad litem.

The Premises Considered, your petitioner respectfully prays that Letters Testamentary issue to the Petitioner without bond as provided by the Will and law; and that the Court enter such other, further or different Orders or Decrees as may be proper.

Myra Lacey
Myra Lacey, Petitioner
807 Truman Street
Tallassee, AL 36078

STATE OF ALABAMA
COUNTY OF ELMORE

Myra Lacey, being duly sworn, deposes and says on oath:

That the allegations contained in the foregoing petition are true, according to the best of her knowledge, information and belief.

Myra Lacey
Myra Lacey

Subscribed and sworn to before me, this the 4 day of September, 2003.

(SEAL)

My Commission Expires: 8-24-05

Jessie Thorne
NOTARY PUBLIC

Stephen S. Weldon

Stephen S. Weldon (WEL033)
Attorney for Petitioner
Scarborough & Weldon, L.L.C.
P.O. Box 780452
Tallahassee, AL 36078
Telephone (334) 283-2893

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**DECREE ADMITTING WILL TO PROBATE
AND GRANTING LETTERS TESTAMENTARY**

THE STATE OF ALABAMA

PROBATE COURT

COUNTY OF ELMORE

NO. 2003-409

IN THE MATTER OF THE PETITION OF MYRA LACEY, TO HAVE ADMITTED TO PROBATE AND RECORD INSTRUMENTS WHICH PURPORT TO BE THE WILL OF FRED SAM NOE, DECEASED.

TO THE HONORABLE JIMMY STUBBS, JUDGE OF THE PROBATE COURT IN AND FOR ELMORE COUNTY.

This 1st day of March, 200~~4~~, being the date set by this Court for the hearing of the petition of Myra Lacey, to have admitted to Probate and Record instruments which purport to be the Will of Fred Sam Noe, deceased, service of notice having been accepted by those who are over the age of nineteen years and of sound mind, and the Court having heard the evidence offered and the Court being satisfied from the said evidence that the instrument, which purports to be the Will of the said decedent is the legal Will of the said decedent.

IT IS THEREFORE, ORDERED by this Court that the said instrument which purports to be the Will of the said decedent was duly and legally executed by Fred Sam Noe; that the said instrument is the legal Will of the said decedent; that the said Will is hereby admitted to Probate and Record in this Court; and that pursuant to Code of Alabama 43-2-21 (1975), Letters Testamentary be granted to Myra Lacey, as Personal Representative under said Will.

It is further ORDERED by this Court that the said Personal Representative shall have all the powers and duties provided in the Will and all the general powers, without limitation, authorized for transactions enumerated in Code of Alabama 43-2-843 (1975, as amended) as follows:

1. Retain assets owned by the decedent pending distribution or liquidation including those in which the representative is personally interested or which are otherwise improper for trust investment.
2. Receive assets from fiduciaries, or other sources.
3. Perform, compromise, or refuse performance of the decedent's contracts that continue as obligations of the estate, as the personal representative may determine under the circumstances. In performing enforceable contracts by the decedent to convey or lease land, the personal representative, among other possible courses of action, may do either of the following:

- a. Execute and deliver a deed of conveyance for cash payment of all sums remaining due on the purchaser's note for the sum remaining due secured by a mortgage or deed of trust on the land.
 - b. Deliver a deed in escrow with directions that the proceeds when paid in accordance with the escrow agreement, be paid to the successors of the decedent, as designated in the escrow agreement.
4. Satisfy written charitable pledges of the decedent irrespective of whether the pledges constituted binding obligations of the decedent or were properly presented as claims, if in the judgment of the personal representative the decedent would have wanted the pledges completed under the circumstances.
5. If funds are not needed to meet debts and expenses currently payable and are not immediately distributable, deposit or invest liquid assets of the estate, including moneys received from the sale of other assets, in federally insured interest-bearing accounts, readily marketable secured loan arrangements, or other prudent investments which would be reasonable for use by trustees generally.
6. Abandon personal property when, in the opinion of the personal representative, it is valueless, or is so encumbered, or is in condition that it is of no benefit to the estate.
7. Vote stocks or other securities in person or by general or limited proxy.
8. Pay calls, assessments, and other sums chargeable or accruing against or on account of securities, unless barred by the provisions relating to claims.
9. Hold a security in the name of a nominee or in other form without disclosure of the interest of the estate but the personal representative is liable for any act of the nominee in connection with the security so held.
10. Insure the assets of the estate against damage, loss, and liability and the personal representative against liability as to third persons.
11. Borrow money without security or with security of personal property to be repaid from the estate assets or otherwise; and advance money for the protection of the estate.
12. Effect a fair and reasonable compromise with any debtor or obligor, or extend, renew, or in any manner modify the terms of any obligation owing to the estate. If the personal representative holds a mortgage, pledge, or other lien upon property of another person, the personal representative may, in lieu of foreclosure, accept a conveyance or transfer of encumbered assets from the owner thereof in satisfaction of the indebtedness secured by the lien.
13. Pay taxes, assessments, and other expenses incident to the administration of the estate.
14. Sell or exercise stock subscription or conversion rights; consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution, or liquidation of a corporation or other business enterprise.
15. Enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for a term not to exceed one year.
16. Allocate items of income or expense to either estate income or principal, as permitted or provided by law.
17. Employ necessary persons, including appraisers, attorneys, auditors (who may include certified public accountants, public accountants, or internal auditors),

investment advisors, or agents, even if they are associated with the personal representative, to advise or assist the personal representative in the performance of administrative duties; act without independent investigation upon recommendations of agents or advisors; and instead of acting personally, employ one or more agents to perform any act of administration, whether or not discretionary.

18. Prosecute or defend claims or proceedings in any jurisdiction for the protection or benefit of the estate and of the personal representative in the performance of duties of the personal representative.
19. Continue any unincorporated business or venture in which the decedent was engaged at the time of death as provided in any of the following:
 - a. In the same business form for a period of not more than one year from the date of appointment of a general personal representative if continuation is a reasonable means of preserving the value of the business including good will.
 - b. In the same business form for any additional period of time that may be approved by order of the court in a proceeding to which the persons interested in the estate are parties.
 - c. Throughout the period of administration if the business is incorporated by the personal representative and if none of the probable distributees of the business who are competent adults object to its incorporation and retention in the estate.
20. Incorporate any business or venture in which the decedent was engaged at the time of death.
21. Provide for exoneration of the personal representative from personal liability in any contract entered into on behalf of the estate.
22. Satisfy and settle claims and distribute the estate as provided in Title 43 of the Code of Alabama 1975.

It is further ORDERED that the said Personal Representative proceed without delay to collect and take possession or control of the personal property and evidences of debt of the said decedent, except the personal property exempted under Ala. Code 43-8-111 (1975, as amended), in favor of the surviving spouse, if applicable. The Will expressly relieves the Personal Representatives of the requirement to file an inventory. The said Will be recorded in the Probate Records of Elmore County, Alabama, as provided by law.

DONE IN OPEN COURT on this 1st day of March, 2004


Judge of Probate

PETITION FOR LETTERS TESTAMENTARY

THE STATE OF ALABAMA, ELMORE COUNTY

PROBATE COURT

PROBAT P2004 787

Petition of Myra Lacey, for Letters Testamentary on the Will of Fred Sam Noe, deceased.

To the Hon. Jimmy Stubbs, Judge of Probate, Elmore County:

The Petition of the undersigned Myra Lacey, respectfully represents unto your Honor, that in the Last Will and Testament of Fred Sam Noe, deceased, which Will and Testament has been duly probated and admitted to record in this Court, Myra Lacey was named as Executrix thereof; that the said testator died seized and possessed of personal estate, consisting chiefly of a house and lot in Shelby County, Alabama, personal articles, and clothing, all of said estate being estimated to be worth approximately One Hundred Fifty Thousand and no/100ths (\$150,000.00) Dollars, and probably not more; that your Petitioner is an inhabitant of the State of Alabama, above the age of twenty-one years, and in no respect disqualified under the law from serving as Executrix.

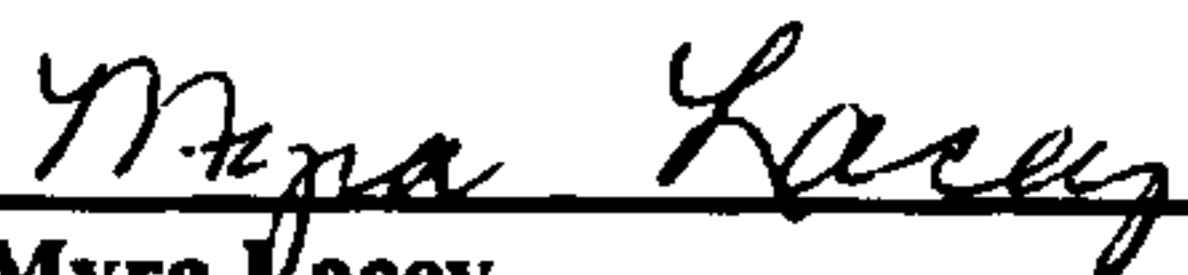
To the end, therefore, that the said property may be collected and preserved for those who shall appear to have a legal interest therein, and the said Will executed according to the requests of the said testator, your Petitioner prays that your Honor will grant Letters Testamentary to Myra Lacey, as Executrix of said Last Will and Testament. That the said Myra Lacey was expressly exempted in and by said Will from giving bond as Executrix thereof.



Myra Lacey

THE STATE OF ALABAMA
COUNTY OF ELMORE

Myra Lacey, being duly sworn, deposes and says that the facts averred in the above Petition are true, according to the best of her knowledge, information and belief.



Myra Lacey
807 Truman Street
Tallasse, Alabama 36078

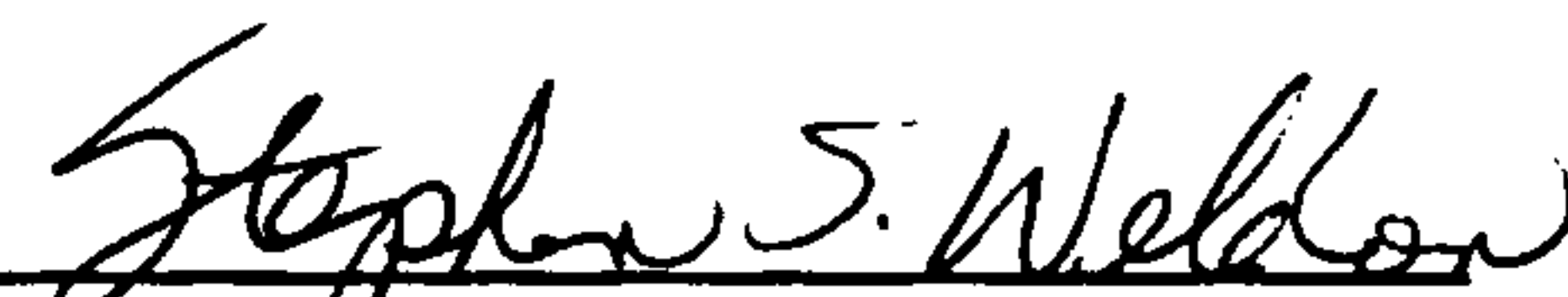
Subscribed and sworn to before me, this 4 day of September, 2003.

(SEAL)



NOTARY PUBLIC

My Commission Expires: 8-24-05



STEPHEN S. WELDON
Attorney for Petitioner (WEL033)

LETTERS TESTAMENTARY

The Will of Fred Sam Noe having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to Myra Lacey, the Personal Representative named in said Will, who has complied with the requisitions of the law and are authorized to administer the estate. Subject to the priorities stated in Code of Alabama (1975, as amended) 43-8-76, the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers, without limitation, authorized in transactions under Code of Alabama (1975, as amended) 43-2-843, as follows:

1. Retain assets owned by the decedent pending distribution or liquidation including those in which the representative is personally interested or which are otherwise improper for trust investment.
2. Receive assets from fiduciaries, or other sources.
3. Perform, compromise, or refuse performance of the decedent's contracts that continue as obligations of the estate, as the personal representative may determine under the circumstances. In performing enforceable contracts by the decedent to convey or lease land, the personal representative, among other possible courses of action, may do either of the following:
 - a. Execute and deliver a deed of conveyance for cash payment of all sums remaining due on the purchaser's note for the sum remaining due secured by a mortgage or deed of trust on the land.
 - b. Deliver a deed in escrow with directions that the proceeds when paid in accordance with the escrow agreement, be paid to the successors of the decedent, as designated in the escrow agreement.
4. Satisfy written charitable pledges of the decedent irrespective of whether the pledges constituted binding obligations of the decedent or were properly presented as claims, if in the judgment of the personal representative the decedent would have wanted the pledges completed under the circumstances.
5. If funds are not needed to meet debts and expenses currently payable and are not immediately distributable, deposit or invest liquid assets of the estate, including moneys received from the sale of other assets, in federally insured interest-bearing accounts, readily marketable secured loan arrangements, or other prudent investments which would be reasonable for use by trustees generally.
6. Abandon personal property when, in the opinion of the personal representative, it is valueless, or is so encumbered, or is in condition that it is of no benefit to the estate.
7. Vote stocks or other securities in person or by general or limited proxy.
8. Pay calls, assessments, and other sums chargeable or accruing against or on account of securities, unless barred by the provisions relating to claims.
9. Hold a security in the name of a nominee or in other form without disclosure of the interest of the estate but the personal representative is liable for any act of the nominee in connection with the security so held.

10. Insure the assets of the estate against damage, loss, and liability and the personal representative against liability as to third persons.
11. Borrow money without security or with security of personal property to be repaid from the estate assets or otherwise; and advance money for the protection of the estate.
12. Effect a fair and reasonable compromise with any debtor or obligor, or extend, renew, or in any manner modify the terms of any obligation owing to the estate. If the personal representative holds a mortgage, pledge, or other lien upon property of another person, the personal representative may, in lieu of foreclosure, accept a conveyance or transfer of encumbered assets from the owner thereof in satisfaction of the indebtedness secured by the lien.
13. Pay taxes, assessments, and other expenses incident to the administration of the estate.
14. Sell or exercise stock subscription or conversion rights; consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution, or liquidation of a corporation or other business enterprise.
15. Enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for a term not to exceed one year.
16. Allocate items of income or expense to either estate income or principal, as permitted or provided by law.
17. Employ necessary persons, including appraisers, attorneys, auditors (who may include certified public accountants, public accountants, or internal auditors), investment advisors, or agents, even if they are associated with the personal representative, to advise or assist the personal representative in the performance of administrative duties; act without independent investigation upon recommendations of agents or advisors; and instead of acting personally, employ one or more agents to perform any act of administration, whether or not discretionary.
18. Prosecute or defend claims or proceedings in any jurisdiction for the protection or benefit of the estate and of the personal representative in the performance of duties of the personal representative.
19. Continue any unincorporated business or venture in which the decedent was engaged at the time of death as provided in any of the following:
 - a. In the same business form for a period of not more than one year from the date of appointment of a general personal representative if continuation is a reasonable means of preserving the value of the business including good will.
 - b. In the same business form for any additional period of time that may be approved by order of the court in a proceeding to which the persons interested in the estate are parties.
 - c. Throughout the period of administration if the business is incorporated by the personal representative and if none of the probable distributees of the business who are competent adults object to its incorporation and retention in the estate.
20. Incorporate any business or venture in which the decedent was engaged at the time of death.

21. Provide for exoneration of the personal representative from personal liability in any contract entered into on behalf of the estate.
22. Satisfy and settle claims and distribute the estate as provided in Title 43 of the Code of Alabama 1975.

WITNESS my hand, and dated this 1st day of March, 2004


Judge of Probate

CERTIFIED LETTERS TESTAMENTARY

PROBAT P2004 798

STATE OF ALABAMA

PROBATE COURT NO.:2003- 409

ELMORE COUNTY

The Will of Fred Sam Noe of the said county, having been duly admitted to record, in said County, Letters Testamentary are hereby granted to Myra Lacey, the Executrix named in said Will, who has complied with the requisitions of the law, and are authorized to take upon himself the execution of such Will.

Dated this 1st day of March, 2004.


Jimmy Stubbs
JUDGE OF PROBATE

THE STATE OF ALABAMA

ELMORE COUNTY

I, Jimmy Stubbs, Judge of Probate in and for said County and State, hereby certify that the within and foregoing is a true, correct and complete copy of the Letters of Testamentary issued to Myra Lacey, as Executrix of the estate of Fred Sam Noe, deceased, as same appears of record in my office and are still in full force and effect.

Given under my hand and seal of office, this the 1st day of March, 2004.


Jimmy Stubbs
Judge of Probate
Elmore County, Alabama

FILED
12/12/2003 01:43PM
JIMMY STUBBS
PROBATE JUDGE
Elmore County, AL

PROBATE F2004 779
Recorded In Above Book and Page
03/01/2004 10:04:28 AM
JIMMY STUBBS
Elmore County, AL

Last Will and Testament

of

Recording Fee 73.00
TOTAL 73.00

FRED NOE

STATE OF ALABAMA

SHELBY COUNTY

I, FRED NOE, being of sound mind and disposing memory, and being aware of the uncertainty of life and the certainty of death, do hereby publish and declare this my last will and testament, and I hereby revoke all former and other wills and testamentary dispositions which might have been made by me at any time heretofore:

FIRST: I will and direct that my just debts and funeral expenses be paid as soon after my decease as conveniently may be done.

SECOND: I will, devise and bequeath to my beloved wife, Hesterlene Noe, and to my three beloved children, Myra Lacey, Robert Fred Noe, and James Earl Noe, share and share alike, my house and all real estate which I own, or which I have an interest in at the time of my death.

THIRD: All the rest, remainder and residue of my property and estate, including, but not limited to, all personal and mixed property, cash on hands, automobiles, and other personal property which I own at the time of my decease, I will, devise and bequeath to my beloved wife, Hesterlene Noe.

FOURTH: I hereby nominate and appoint my beloved wife, Hesterlene Noe to be the sole executrix of this my last will and testament, and direct that my said executrix be exempt from giving an official bond, making an inventory, or accounting to any court whatsoever. In the event my said executrix is unwilling or unable to serve as executrix, I hereby nominate and appoint Myra Lacey as executrix of this my last will and testament, and direct that said executrix be exempt from giving an official bond, making an inventory, or accounting to any court whatsoever.

I, the undersigned testator, sign my name to this instrument this 9 day of December, 1993, 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.

Fred Noe
Testator

We, the undersigned 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 testator's last will and that testator signs it willingly, and that each of us, in the presence and hearing of the testator, hereby sign 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.

20040518000261850 Pg 13/13 47.00
Shelby Cnty Judge of Probate, AL
05/18/2004 10:30:00 FILED/CERTIFIED

Peggy J. Letson
Witness

Dorothy Jackson
Witness

STATE OF ALABAMA
SHELBY COUNTY

Subscribed, sworn to and acknowledged before me by Fred
Noe, the testator, and subscribed and sworn to before me by
Peggy J. Letson and Dorothy Jackson,
witnesses, this the 9th day of December 1993.

Lana Strader
Notary Public

Fred Noe