Davidson County ORDER
Recvd: 12/15/00 08:59 9pgs
Fees:38.00 Taxes:0.00
20001215-0123325

NO. 00-4242 P2

ESTATE OF	§	IN THE PROBATE COURT
	§	
DONALD McDONALD	§	NUMBER TWO OF
	§	
DECEASED	§	DALLAS COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY

On this day the Court heard the Application For Probate of Will and Issuance of Letters Testamentary filed by Mark Alan McDonald ("Applicant") in the Estate of Donald McDonald, Deceased ("Decedent").

The Court heard the evidence and reviewed the Will and the other documents filed herein and finds that the allegations contained in the Application are true; that notice and citation have been given in the manner and for the length of time required by law; that Decedent is dead and that four years have not elapsed since the date of Decedent's death; that this Court has jurisdiction and venue of the Decedent's estate; that Decedent left a Will dated March 24, 2000, executed with the formalities and solemnities and under the circumstances required by law to make it a valid will ("the Will"); that on such date Decedent had attained the age of 18 years and was of sound mind; that the Will was not revoked by Decedent; that no objection to or contest of the probate of the Will has been filed; that all of the necessary proof required for the probate of the Will has been made; that the Will is entitled to probate; that in the Will, Decedent named Mark Alan McDonald as Independent Executor to serve without bond, who is duly qualified and not disqualified by law to act as such and

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to receive Letters Testamentary; that a necessity exists for the administration of this estate; and that no interested person has applied for the appointment of appraisers and none are deemed necessary by the Court.

It is ORDERED that the Will is admitted to probate, and the Clerk of this Court is ORDERED to record the Will, together with the Application in the Minutes of this Court.

It is ORDERED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall issue to Mark Alan McDonald who is appointed as Independent Executor of Decedent's Will and Estate, and no other action shall be had in this Court other than the return of an Inventory, Appraisement, and List of Claims as required by law.

SIGNED this 6th day of December, 2000.

JUDGE PRESIDING

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LAST WILL AND TESTAMENT

OF

DONALD McDONALD

THE STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DALLAS §

THAT I, DONALD McDONALD, residing and being domiciled in Dallas County, Texas, hereby revoke all previous Wills and Codicils made by me, and hereby make, declare and publish this my Last Will and Testament.

ARTICLE I

1.1 I have one child, Mark Alan McDonald. All references in this Will to "my child" or "my children" are to said named child and to any children hereinafter born to or adopted by me.

1.2 For the purposes of this Will, no person shall be deemed to have survived me, if such person dies within thirty (30) days after my death.

1.3 As used in this Will references to "my issue" shall mean all of my legitimate descendants of whatever degree, including descendants by adoption.

1.4 For purposes of this Will, references to "my executor" or "executor" shall mean my Independent Executor or Executrix, whether original, substitute or successor.

1.5 For purposes of this will, references to my "grandchildren" or "grandchild" shall mean the children born to or adopted by my children.

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ARTICLE II

2.1 I appoint my son, MARK ALAN McDONALD, as Independent Executor of this Will and of my estate. If my son is unable or unwilling to act or to continue to act in that capacity, then I appoint WALTER M. HAYNES, JR., as Successor Independent Executor of this Will and of my estate.

2.2 My executor shall receive no compensation for acting and no executor hereunder shall be required to furnish any bond or other security; provided, however, that if Walter M. Haynes, Jr., shall ever be required to serve as my executor, notwithstanding paragraph 2.1 above, he shall be paid the sum of $5,000 plus expenses he reasonably incurs in the exercise of his duties as my executor.

2.3 I direct that all of my just debts and my funeral expenses, including the cost of a suitable monument for my grave, be paid as soon as practicable after my death, either in full or according to its original tenor or on such other terms as my Executor may elect.

2.4 Whether or not my estate is indebted to any person, I give unto my executor from the date of granting of the letters until my estate has been entirely distributed full power and authority to sell, lease, encumber, or otherwise dispose of or convert all or any part of the real or personal property of my estate on such terms and consideration as such executor acting with sole discretion may deem advisable and shall have full power and authority to do all things reasonably necessary for the settlement of my estate. In addition and not by way of limitation, I give unto my executor the same rights, powers, authority, prejudice, and discretion with reference to the control, management, and disposition of my estate that are given to executors by law or under this Will.

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2.5 I direct my Executor to distribute my estate as soon as practicable after my death, and my executor is authorized to make such distribution in cash or in kind or partly in cash and partly in kind; and my executor is further authorized to distribute my estate subject to any and all indebtedness incurred by me or my executor, which in the opinion of my executor need not first be paid, subject to any and all mortgages, deeds of trust, or other liens created by me or my executor.

2.6 I direct that no other action shall be had in any Court in relation to the settlement of my estate other than the probating and recording of my Last Will and only such other action as may be expressly required by law.

2.7 It is my intention by this Will to dispose of all of the property which I may own at my death.

ARTICLE III

3.1 Before distribution of any other portion of my estate, I specifically give, devise and bequeath to the Hermitage Church of Christ, now located at 4004 Lebanon Road, Hermitage, Tennessee, the sum of $100,000.00 if my total estate exceeds a net value of $800,000.00. If my total estate is less than an $800,000.00 net value, then such specific bequest shall be reduced to an amount equal to ten percent (10%) of the resulting net value of my estate.

3.2 I give, devise and bequeath the remainder of my entire estate, of whatever nature and wherever situated, to my son, MARK ALAN McDONALD, to be his absolutely, provided he shall survive me.

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3.3 If at my death, my son does not survive me, then, after funding of the gift described in paragraph 3.1 above, I specifically give, devise and bequeath the sum of $400,000.00 to my son's wife, KAY McDONALD, and the remainder of my estate, of whatever nature and wherever situated, to the American Cancer Society and Shriners Crippled Children's Hospital the administrative offices of which are located at 2900 Rocky Point, Tampa, FL 33607, to be divided equally between them.

ARTICLE IV

4.1 If any part of this Will (or any trust hereby created) shall be invalid, illegal, or inoperative for any reason, it is my intention that the remaining part so far as possible and reasonable shall be effective and fully operative. (My executor optionally may seek and obtain Court instruction for the purpose of carrying out as nearly as may be possible the intention of this Will as shown by the terms hereof, including the term held, invalid, illegal or inoperative.)

IN TESTIMONY WHEREOF, I hereunto sign my name to this, my Last Will and Testament, in the presence of the undersigned witnesses who signed their names hereunto as Witnesses in my presence and in the presence of each other this 24th day of March, 2000.

Donald McDonald
DONALD McDONALD

The foregoing instrument was signed by the Testator in our presence and declared by him to be his Last Will and Testament; and we, at this request, in his presence and in the presence of each other sign our names hereunto as Witnesses on this 24th day of March, 2000.

DM

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WITNESS:

ADDRESS:

5949 Sherry Lane, Suite 600
Dallas, Texas 75225

Anne Hamilton

5949 Sherry Lane, Suite 600
Dallas, Texas 75225

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THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared DONALD McDONALD, R. Kirk Newsom, and Anne Hamilton, known to me to be the Testator and the Witnesses, respectfully, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all said persons being by me duly sworn the said DONALD McDONALD declared to me and to the said Witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the said Witnesses, each on his or her oath stated to me, in the presence and hearing of the said Testator, that the said Testator had declared to them that said instrument is his Last Will and Testament, and that he executed the same as such and wanted each of them to sign it as Witnesses, and upon their oaths each Witness stated further that they did sign the same as Witnesses in the presence of the said Testator and at this request; that he was at the time 18 years of age of over and was of sound mind; and that each of said Witnesses was then at least 14 years of age.

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2000 NOV 13 PM 12:00
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DALLAS COUNTY

Donald McDonald
DONALD McDONALD

Witness

Anne Hamilton
Witness

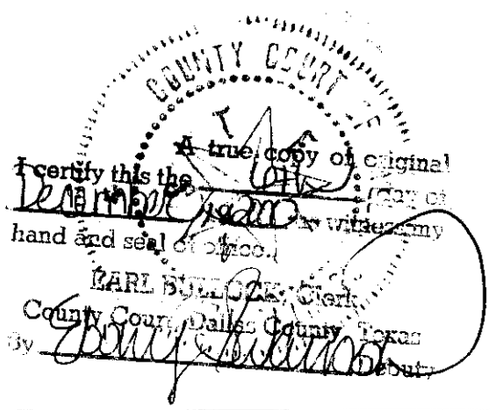
SUBSCRIBED AND ACKNOWLEDGED before me by the said DONALD McDONALD, Testator, and subscribed and sworn to before me by the said R. Kirk Newsom and Anne Hamilton, Witnesses, this 24th day of March, 2000.

DIANA S. FREEMAN
NOTARY PUBLIC
State of Texas
Comm. Exp. 03-21-2001

NOTARY PUBLIC, STATE OF TEXAS

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COUNTY COURT
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I certify this the
hand and seal of office.
EARL BULLOCK, Clerk
County Court, Dallas County, Texas