

POSTED NOTICE ON APPLICATION TO PROBATE WILL
LETTERS TESTAMENTARY
CAUSE NO. 83049

TO ALL PERSONS INTERESTED IN THE ESTATE OF

MARY LOU MCLAIN, Subject, No. 83049,
Probate Court Number 1, Travis County, Texas.
SHELLY LEE LEFFINGWELL filed in the probate court
Number 1, of Travis County, Texas, on the 24th day of May, 2005, an
application for the probate of the last will and testament of said
MARY LOU MCLAIN, Subject, and for letters
testamentary (the said will accompanying said application).

Said application will be heard and acted on by said Court at 10:00 o'clock
A.M. on the first Monday next after the expiration of ten days from date of
posting this citation, the same being the 6th day of June, 2005, at the
County Courthouse in Austin, Texas.

All persons interested in said estate are hereby cited to appear before
said Honorable Court at said above mentioned time and place by filing a
written answer contesting such application should they desire to do so.

The officer executing this citation shall post the copy of this citation
at the courthouse door of the county in which this proceeding is pending, or
at the place in or near said courthouse where public notices customarily are
posted, for not less than 10 days before the return day thereof, exclusive of
the date of posting and return the original copy of this citation to the clerk
stating in a written return thereon the time and the place where the copy was
posted.

GIVEN UNDER MY HAND AND THE SEAL OF SAID COURT at office in Austin, Texas,
this the 26th day of May, 2005.

DANA DEBEAUVOIR
County Clerk, Travis County, Texas
P.O. Box 1748, Austin, Texas 78767

By Deputy: Scott Williams

- - - - - OFFICER'S RETURN - - - - -

Came to hand on the _____ day of _____, _____, at _____ o'clock _____ M,
and executed on the _____ day of _____, _____, by posting a copy of the
within citation for ten days, exclusive of the day of posting, before the return day
hereof, at the County Courthouse door of Travis County, Texas, or at the place in or
near the said courthouse where public notices customarily are posted.

To certify which witness my hand officially. _____
Const. Precinct 5 of _____ County, Texas
By Deputy _____

FEES PAID \$ _____
FILE COPY _____ 83049-002

POSTED NOTICE ON APPLICATION TO PROBATE WILL
LETTERS TESTAMENTARY
CAUSE NO. 83049

TO ALL PERSONS INTERESTED IN THE ESTATE OF

MARY LOU MCLAIN, Subject, No. 83049,
Probate Court Number 1, Travis County, Texas.
SHELLY LEE LEFFINGWELL filed in the probate court

NO. 83000

ESTATE OF	§	IN THE PROBATE COURT
MARY LOU MCLAIN,	§	
	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY

ON THIS DAY came on to be heard the Application For Probate of Will and Issuance of Letters Testamentary filed by SHELLY LEE LEFFINGWELL ("Applicant") in the Estate of MARY LOU MCLAIN, Deceased ("Decedent").

The Court, having heard the evidence and having reviewed the Will and the other documents filed herein, finds (i) that the allegations contained in the Application are true; (ii) that notice and citation have been given in the manner and for the length of time required by law; (iii) that Decedent is dead and that four years have not elapsed since the date of Decedent's death; (iv) that this Court has jurisdiction and venue on the Decedent's estate; (v) that Decedent left a Will dated February 27, 1997, executed with the formalities and solemnities and under the circumstances required by law to make it a valid Will; (vi) that on such date Decedent had attained the age of 18 years and was of sound mind; (vii) that such Will was not revoked by Decedent; (viii) that no objection to or contest of the probate of such Will has been filed; (ix) that all of the necessary proof required for the probate of such will has been made; that such Will is entitled to probate; (x) that in said Will, Decedent named SHELLY LEE LEFFINGWELL as Independent Executor, to serve without bond, who is duly qualified and not disqualified by law to act as such and to receive Letters Testamentary; (xi) that a necessity exists for the administration of this estate; and (xii) that no interested person has applied for the appointment of appraisers and none are deemed necessary by the Court.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that such 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 FURTHER ORDERED, ADJUDGED AND DECREED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall be issued to SHELLY LEE LEFFINGWELL, 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 _____ day of _____, 2005.

HONARABLE JUDGE PRESIDING

NO. 83000

ESTATE OF	§	IN THE PROBATE COURT
MARY LOU MCLAIN,	§	
	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS

NO. 83049

ESTATE OF	\$	IN THE PROBATE COURT
MARY LOU MCLAIN,	\$	
	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS

PROOF OF DEATH AND OTHER FACTS

ON THIS DAY, SHELLY LEE LEFFINGWELL ("Affiant") personally appeared in Open Court, and after being duly sworn, deposes and says that:

1. "MARY LOU MCLAIN ("Decedent") died on April 23, 2005 in Austin, Travis County, Texas, at the age of 44 years and four years have not elapsed since the date of Decedent's death.

2. "Decedent was domiciled and had a fixed place of residence in this County at the date of death.

3. "The document dated February 27, 1997, now shown to me and which purports to be Decedent's Will was never revoked so far as I know.

4. "A necessity exists for the administration of this Estate.

5. "No child or children were born to or adopted by Decedent after the date of the Will.

6. "Decedent was never divorced.

7. "Neither a state, a governmental agency of the State or a charitable organization is named by the Will as a devisee.

8. "The Independent Executor named in the Will is not disqualified by law from accepting Letters Testamentary or from serving as such and are entitled to such Letters."

SIGNED this ____ day of _____, 2005.

SHELLY LEE LEFFINGWELL, Affiant

SWORN TO AND SUBSCRIBED BEFORE ME by _____ this
day of _____, 2005, to certify which witness my hand and seal
of office.

County Clerk, Travis County, Texas

By: _____
Deputy

NO. 83049

ESTATE OF	\$	IN THE PROBATE COURT
MARY LOU MCLAIN,	\$	
	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS

NO. 83049

ESTATE OF	\$	IN THE PROBATE COURT
	\$	
MARY LOU MCLAIN,	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS

OATH

I DO SOLEMNLY SWEAR that the writing which has been offered for probate is the last Will of MARY LOU MCLAIN so far as I know or believe, and that I will well and truly perform all the duties of Independent Executor of said Will and of the Estate of MARY LOU MCLAIN, Deceased.

SHELLY LEE LEFFINGWELL

SWORN TO AND SUBSCRIBED BEFORE ME by _____,
this _____ day of _____, 2005, to certify which
witness my hand and seal of office.

County Clerk, Travis County, Texas

By: _____
Deputy

Notary Public in and for the State of
Texas

Printed Name: _____

My Commission expires: _____

NO. 83049

ESTATE OF	\$	IN THE PROBATE COURT
	\$	
MARY LOU MCLAIN,	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS



Causer 83049 APLT CRT00815136
PROBATE 11/17/2005 INVT

No. 83049

ESTATE OF	\$	IN THE PROBATE COURT
	\$	
MARY LOU MCLAIN,	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS

INVENTORY, APPRAISEMENT AND LIST OF CLAIMS

Date of Death: April 23, 2005

TO THE HONORABLE JUDGE OF SAID COURT:

The following is a full, true, and complete Inventory and Appraisal of all real property situated in the State of Texas and of all personal property wherever situated, together with a List of Claims due and owing to this Estate as of the date of death, which have come to the possession or knowledge of the undersigned.

INVENTORY AND APPRAISEMENT

<u>COMMUNITY PROPERTY</u>		<u>VALUE</u>
1.	REAL PROPERTY:	\$300,000.00
2.	PERSONAL PROPERTY:	
2.1	Cash in Banks:	\$221,700.00
	Delta CU Checking Acct:	\$8,900.00
	Delta Savings Acct:	\$147,800.00
	Verizon Acct:	\$65,000.00
2.2	Other Investments:	\$150,000.00
	Fidelity Investment Acct:	\$150,000.00
2.3	Motor Vehicles:	\$20,000.00
	1988 Toyota Land Cruiser:	\$5,000.00
	1998 BMW 328i:	\$15,000.00
2.4	Miscellaneous:	\$20,000.00
	Miscellaneous Personal Items:	\$20,000.00
TOTAL COMMUNITY PROPERTY:		\$711,700.00
ONE-HALF COMMUNITY PROPERTY INTEREST:		\$355,850.00

<u>SEPARATE PROPERTY</u>		<u>VALUE</u>
1.	REAL PROPERTY:	\$0.00
2.	PERSONAL PROPERTY:	
2.1	Investments:	\$22,000.00
	Personal IRA Acct:	\$22,000.00
TOTAL SEPARATE PROPERTY:		\$22,000.00

LIST OF CLAIMS OWED TO ESTATE

There are no claims due or owing to the Estate of Mary Lou McLain, Deceased, other than those shown on the foregoing Inventory and Appraisement.



Causes: 83049 APLT CRT00815136
PROBATE 11/17/2005 INVT

No. 83049

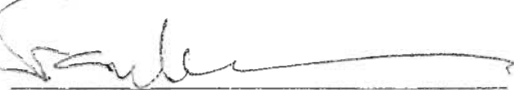
ESTATE OF § IN THE PROBATE COURT
MARY LOU MCLAIN, §
DECEASED § NUMBER ONE
 § TRAVIS COUNTY, TEXAS

TOTAL VALUE OF ESTATE

The total value of the Estate of Mary Lou McLain, Deceased is \$377,850.00.

The Independent Executrix asks the Court that foregoing Inventory, Appraisement and List of Claims be approved and entered of record.

Respectfully submitted,



Frank L. Leffingwell
State Bar No. 00787891

SANDLIN LEFFINGWELL STERN PLLC
3409 Executive Center Drive,
Suite 205
Austin, Texas 78731
512.343.8881 (telephone)
512.343.8895 (telecopy)

TOTAL VALUE OF ESTATE

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The Independent Executrix asks the Court that foregoing Inventory, Appraisement and List of Claims be approved and

STATE OF TEXAS

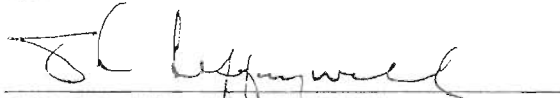
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COUNTY OF TRAVIS

§

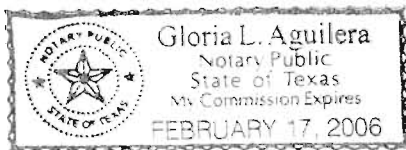
§

I, SHELLY LEE LEFFINGWELL, having been duly sworn, hereby state on oath that the said Inventory and List of Claims are a true and complete statement of property and claims of the estate that have come to my knowledge.



SHELLY LEE LEFFINGWELL,
Independent Executrix of the Estate of
Mary Lou McLain, Deceased

SWORN TO AND SUBSCRIBED BEFORE ME by 
this 15 day of Aug., 2005, to certify which witness my
hand and seal of office.




NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS

§

COUNTY OF TRAVIS

§

§

I, SHELLY LEE LEFFINGWELL, having been duly sworn, hereby state on oath that the said Inventory and List of Claims are a true and complete statement of property and claims of the estate that have come to my knowledge.

NO. 43044

ESTATE OF

১৯৯৯

IN THE PROBATE COURT

MARY LOU MCLAIN

NUMBER ONE

DECEASED

TRAVIS COUNTY, TEXAS

APPLICATION FOR PROBATE OF WILL
AND ISSUANCE OF LETTERS TESTAMENTARY

TO THE HONORABLE JUDGE OF SAID COURT:

SHELL: LEE DEFFINGWELL ("Applicant") furnishes the following information to the Court for the probate of the written Will of MAR: LOU MCLAIN ("Decedent") and for issuance of Letters Testamentary:

1. Applicant is an individual interested in this Estate, domiciled in and residing at 4001 Bradwood Road, Austin, Texas 78722.
2. Decedent died on April 22, 2005, in Austin, Travis County, Texas, at the age of 44 years.
3. This Court has jurisdiction and venue because Decedent was domiciled and had a fixed place of residence in this county on the date of death.
4. Decedent owned real and personal property of a probable value in excess of \$50,000.00.
5. Decedent left a valid written Will (the "Will") dated February 27, 1997, which was never revoked and is filed herewith.
6. The subscribing witnesses to the Will and their present addresses are Catherine Benouis, 2404 Rio Grande, Austin, Texas 78705, and Janet McCullar, 2404 Rio Grande, Austin, Texas 78705. The will was made self proved in the manner prescribed by law.
7. No child or children were born to or adopted by Decedent after the date of the Will.
8. Decedent was never divorced.
9. Neither the state, a governmental agency of the state, nor a charitable organization is named by the will as a devisee.
10. A necessity exists for the administration of this estate.
11. Decedent's will named Applicant to serve without bond or other security as Independent Executor. Applicant would not be disqualified by law from serving as such or from accepting Letters Testamentary, and Applicant would be entitled to such Letters.

WHEREFORE, Applicant prays that citation issue as required by law to all persons interested in this Estate; that the Will be admitted to probate; that Letters Testamentary be issued to Applicant; and that all other orders be entered as the Court may deem proper.

- 1 -

NO. 23044

ESTATE OF

১৯৯৯

IN THE PROBATE COURT

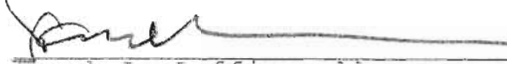
MARY LOU MCLAIN

NUMBER ONE

DECEASED

TRAVIS COUNTY, TEXAS

Respectfully submitted,



Frank L. Leffingwell
State Bar No. 00787891

SANDLIN LEFFINGWELL STERN PLLC
3409 Executive Center Drive,
Suite 205
Austin, Texas 78731
512.343.8881 (telephone)
512.343.8895 (telecopy)

Respectfully submitted,



Frank L. Leffingwell
State Bar No. 00787891



DANA DeBEAUVOIR
Travis County Clerk

P. O. Box 149325, Austin, Texas 78714-9325
1000 Guadalupe, Austin, Texas 78701
www.co.travis.tx.us

Cause No. 83049

The following pages comprise a **will** filed for probate
in the Probate Court No. 1 of Travis County, Texas.

This cover page is used to avoid affixing the bar code to any page of the will to be probated.
The bar code below on this page is a necessary part of the Travis County Clerk's document imaging system.



CAUSE# 83049 APLT CRT0078113C
PROBATE 05/24/2005 WILL

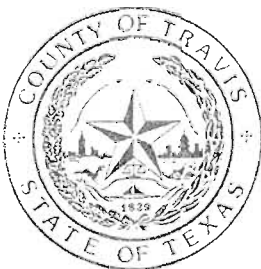
Administration: 854-7188
Elections: 854-4396

Civil/Probate Division:
Misdemeanor Records Division:

854-9595
854-9440

Recording Division:
Records Management:

854-9100



DANA DeBEAUVOIR
Travis County Clerk

P. O. Box 149325, Austin, Texas 78714-9325
1000 Guadalupe, Austin, Texas 78701
www.co.travis.tx.us

83040

Last Will and Testament

OF

MARY LOU MCLAIN

I, MARY LOU MCLAIN, of Travis County, Texas, being of sound and disposing mind and memory and over the age of 18 years, declare that this is my Last Will and Testament, and I hereby revoke all earlier Wills and codicils made by me.

SECTION I.

My husband's name is SHELLY LEE LEFFINGWELL. All references in this Will to "my husband" are to him. I currently have no children born to or adopted by me. My husband has two children born to him by a previous marriage namely, FRANK LLOYD LEFFINGWILL and BONNIE LEE CALLAHAN.

SECTION II.

A. Personal and Household Effects.

1. Disposition. Except as I may otherwise provide in a letter of instructions to my Executor, I give all of my personal and household effects as follows:

a. To my husband, if he survives me.

b. If my husband does not survive me, to my parents and siblings who survive me in as nearly equal shares on as possible, or to the descendants, per stirpes, of any of the family members who does not survive me.

c. If my family cannot agree as to the allocation of certain items of my personal and household effects, or if none of them wishes to receive those items, then my Executor shall also be authorized to sell any items and distribute the net proceeds as provided above or contribute the items to a worthy charity to be selected by my Executor.

2. Letter of Instructions. I may provide instructions in a letter to my Executor as to the disposition of some of my personal and household effects. I desire that my Executor abide by my wishes as expressed in the letter and use it as an expression of my wishes though it is not intended to alter the absolute nature of any bequest contained in this Section.

Page 1 of 11

83040

Last Will and Testament

OF

MARY LOU MCLAIN

3. Payment of Expenses. All expenses of packing, shipping, insuring, and delivering any items of personal and household effects to a beneficiary shall be paid by my Executor out of my estate as an administration expense.

4. Definition of Personal and Household Effects. "Personal and household effects" means all personal automobiles, household goods, furniture, furnishings, garden equipment, club memberships, china, jewelry, silver, works of art, clothing, personal effects and any other similar items of tangible personal property, and includes any insurance on any of these items. The determination of which items fall within these categories shall be within the sole judgment of my Executor, whose decision shall be binding on all parties.

B. Residence. I give all of my interest in my residence, together with all rights that I may have under any insurance policies relating thereto, but subject to any indebtedness on such property, to my husband, if he survives me.

"Residence" means the real property (together with all improvements thereon) which I own and am occupying as my principal residence at my death.

C. Residuary Bequest.

1. Disposition. I give my residuary estate as follows:

a. To the Trustee of the LEFFINGWELL/MCLAIN FAMILY TRUST established pursuant to that certain trust agreement dated February 27, 1997, by and between SHELLY LEE LEFFINGWELL and MARY LOU MCLAIN, as Settlers, and SHELLY LEE LEFFINGWELL and MARY LOU MCLAIN, as Trustees, to be administered according to the provisions of that trust agreement, as amended or restated from time to time.

b. If the LEFFINGWELL/MCLAIN FAMILY TRUST is not in existence at the time of my death for any reason other than because of its revocation, to the trustee named in the trust agreement referred to in the preceding subparagraph to be administered according to the provisions set forth in that trust agreement as in effect at the date of execution of this Will, which provisions are incorporated herein by reference in the same manner as if those provisions had been set forth in full in this Will.

c. If the LEFFINGWELL/MCLAIN FAMILY TRUST is not in existence at the time of my death because of its revocation, or to the extent that the distribution of any property under this Will to the trustee of the trust is invalid under applicable law:

3. Payment of Expenses. All expenses of packing, shipping, insuring, and delivering any items of personal and household effects to a beneficiary shall be paid by my Executor out of my estate as an administration expense.

4. Definition of Personal and Household Effects. "Personal and household effects" means all personal automobiles,

(1) To my husband, if he survives me.

(2) If my husband fails to survive me, twenty percent (20%) to be divided equally between my family, MARY LOU MCLAIN, JOHN FRANKLIN MCLAIN, KATHRYN MCLAIN BRAULT, CHRISTINE FRANCES MCLAIN, and VIRGINIA RUTH MCLAIN, or to the descendants, per stirpes of any of these family members who do not survive me; and eighty percent (80%) to be divided equally between my husband's children FRANK LLOYD LEFFINGWELL and BONNIE LEE CALLAHAN, or to the descendants, per stirpes, of any child of my husband's that does not survive me.

(3) If neither my husband nor any of the devisees identified above survive me, fifty percent (50%) to my heirs and fifty percent (50%) to my husband's heirs.

2. Definition of Residuary Estate. My "residuary estate" means the remainder of my property (real, personal, or mixed), including any of the above gifts that lapse, but not including any property over which I may have a power of appointment.

SECTION III.

FIDUCIARIES

A. Executor, Successor Executor. I appoint my husband to serve as Independent Executor of my estate. If my husband fails or ceases for any reason to serve as Independent Executor, then I appoint FRANK LLOYD LEFFINGWELL to serve as substitute or successor Independent Executor of my estate.

All references in this Will to my "Executor" are to the Executor then serving as such whether original or successor and regardless of gender.

SECTION IV.

ADMINISTRATION

A. Independent Administration. I direct that no action be had in a county court or other court of probate jurisdiction in relation to the settlement of my estate other than the probating and recording of this Will and the return of any inventory, appraisement, and list of claims of my estate.

B. Rights and Liabilities.

1. Bond Not Required. No bond or other security shall be required of any Executor.

(1) To my husband, if he survives me.

(2) If my husband fails to survive me, twenty percent (20%) to be divided equally between my family, MARY LOU MCLAIN, JOHN FRANKLIN MCLAIN, KATHRYN MCLAIN BRAULT, CHRISTINE FRANCES MCLAIN, and VIRGINIA RUTH MCLAIN, or to the descendants, per stirpes of any of these family members who do not survive me; and eighty percent (80%) to be divided equally between my husband's

2. Liabilities. This instrument shall always be construed in favor of the validity of any act by or omission of any Executor, and my Executor shall not be liable for any act or omission except in the case of gross negligence, bad faith, or fraud.

3. Compensation. No Executor related to me by blood or marriage shall be entitled to receive any compensation for the services rendered to my estate. However, any Executor not related to me by blood or marriage shall be entitled to receive reasonable compensation for services actually rendered to my estate without regard to the provisions of any statute dealing with fiduciary compensation. The regularly published fee schedule of any corporate Executor shall be taken into account in determining what is fair and reasonable compensation for its services. All Executors shall be reimbursed for any and all expenses which the Executor incurs in connection with the administration of my estate.

4. Accountings. Any Executor shall furnish an accounting to any beneficiary or guardian of any beneficiary upon reasonable demand made thereof. If and to the extent required by a successor Executor, an accounting for the administration of my estate shall also be given to the successor Executor. A successor Executor shall be fully protected in relying upon such accounting and also in not requiring such an accounting from his or her predecessor.

C. Division of Community Property. If my husband survives me, I authorize but do not require my Executor, at the discretion of my Executor, to enter into an agreement with my husband dividing our community property either prorata, in cash or in kind (including undivided interests in kind), at reasonable date or dates of division values determined by my Executor, with or without adjustment for income tax basis, and to make such sales of our community property as my Executor deems necessary to make such division.

D. Distributions During Administration. Prior to final distribution of my estate (which shall not be delayed beyond the period reasonably required for the administration of my estate), my Executor may make partial distributions of income or corpus to one or more beneficiaries entitled to receive the same, when in the judgment of my Executor the condition of my estate will so permit. A distribution may be made subject to any indebtedness or liability of my estate.

E. Powers of Executors. Any Executor shall have all the rights, powers, and privileges granted to an Executor by the Texas Probate Code in addition to all rights, powers, and privileges granted to a trustee by the Texas Trust Code, as amended. In addition, any Executor shall have the following rights, powers,

2. Liabilities. This instrument shall always be construed in favor of the validity of any act by or omission of any Executor, and my Executor shall not be liable for any act or omission except in the case of gross negligence, bad faith, or fraud.

3. Compensation. No Executor related to me by blood or

and privileges, unless specifically limited by other provisions of this Will.

1. Testamentary Estate. The Executor may retain as a part of my estate any property acquired at any time and in any manner. The Executor may hold property unproductive of income and may invest all or any part of my estate in property of any description (including shares of open or closed end investment trusts or companies) regardless of location and without regard to any requirement of diversification as to kind or amount.

2. Partitions, Distributions. The Executor shall have full power and authority to make all partitions, divisions, and distributions under this Will, by allocating assets and property proportionately in kind or by allocating undivided interests therein in kind. Any partition, division, or distribution made by the Executor in good faith shall be binding and conclusive on all interested parties.

3. Methods of Payment. If a beneficiary shall, in the opinion of the Executor, be incapacitated by reason of age, illness, or any other cause at the time of a distribution, the Executor may apply the distribution for the benefit of such beneficiary in any manner that the Executor may deem advisable, whether by payment of such beneficiary's expenses or to any such beneficiary, the legal or natural guardian, the person having custody of such beneficiary, or any other person deemed suitable by the Executor. If any property is distributable under this Will to a minor person, the Executor may make the distribution to a custodian (who may be the Executor), selected by the Executor, for the minor under the Uniform Gifts to Minors Act of Texas or any other state.

4. Investment in Undivided Interests. The Executor may jointly hold, manage, and invest in one or more assets, properties, or consolidated funds, in whole or in part, as the Executor may determine. As to each asset, property, or consolidated fund, division into the appropriate shares need be made only on the Executor's books of account, in which each share shall be allotted its proportionate part of the corpus and income of the asset, property or fund and charged with its proportionate part of the expenses thereof. No such holding shall, however, defer the vesting in possession of any portion of my estate.

5. Business Interests. The Executor may continue operation of any business entity, in any business form, with all or any part of my estate, and may reorganize or liquidate any such entity at any time. The Executor may acquire an interest in any business entity, in any business form, and may convey to it all or any part of my estate.

and privileges, unless specifically limited by other provisions of this Will.

1. Testamentary Estate. The Executor may retain as a part of my estate any property acquired at any time and in any manner. The Executor may hold property unproductive of income and may invest all or any part of my estate in property of any

6. Transfers, Loans. The Executor may lease, sell, transfer, or encumber in any manner (including with purchase money mortgages) all or any part of my estate, and may loan or borrow money in any manner (including by joint and several obligations) with or without security; provided, however, that a Trustee shall not make any loan to any person or corporation then serving as Trustee hereunder.

7. Dealings With Third Parties. Except to the extent that the Texas Trust Code may expressly prohibit such power, my Executor may deal with any person or entity, including himself or herself, or any other Executor acting in an individual capacity and any person or entity related to the Executor. Any Executor, acting in an individual capacity, who has an existing contractual or other right to purchase assets from my estate may do so.

8. Dealing With Estates and Trusts. The Executor may lend any part of my estate to, and purchase any assets from, the personal representative of a beneficiary's estate upon such security and terms and for such purposes, including the payment of all or any part of the debts, funeral expenses, administration expenses, and estate, inheritance, and other taxes payable by reason of a beneficiary's death, as the Executor, in his or her sole discretion, may deem appropriate.

The Executor may also enter into any transaction authorized by this instrument with the trustees of any trust, even though the Executor may also be a trustee of such other trusts, including selling or purchasing assets at their fair market value or borrowing or lending funds. The Executor shall incur no liability as a result of such transactions even though such assets are not investments in which executors or trustees otherwise are authorized by applicable law to invest. The Executor acting under this paragraph shall act in a fiduciary capacity and deal with such estates or trusts in an arm's length manner.

9. Agents, Employees. The Executor may employ and compensate agents and other employees and may delegate to them any and all discretions and powers. The Executor shall not be liable for any act or omission of an agent if the agent was selected and retained by the Executor with due care.

10. Claims, Controversies. The Executor may maintain and defend any claim or controversy by or against my estate without the joinder or consent of any beneficiary.

11. Power to Determine Income and Corpus. Stock dividends and capital gains shall be treated as corpus. Except as herein otherwise specifically provided, the Executor shall determine in accordance with general principles of federal tax law the manner in which expenses are to be borne and receipts credited

6. Transfers, Loans. The Executor may lease, sell, transfer, or encumber in any manner (including with purchase money mortgages) all or any part of my estate, and may loan or borrow money in any manner (including by joint and several obligations) with or without security; provided, however, that a Trustee shall not make any loan to any person or corporation then serving as Trustee hereunder.

between corpus and income and what shall constitute income, net income, and corpus. In determining such matters, the Executor may give consideration to, but shall not be bound by, the provisions of the Texas Trust Code.

12. Documents. The Executor may execute and deliver any deeds, conveyances, assignments, leases, contracts, stock or security transfer powers, or any other written instrument of any character appropriate to any of the powers or duties herein conferred upon the Executor.

13. Tax Elections and Allocations. My Executor shall have full power and authority to make any and all estate, inheritance, generation-skipping transfer, income and other tax elections or allocations available to my Executor including specifically (i) the date and option, alternative or method which should be selected for the valuation of property in my gross estate for federal and state tax purposes and the payment of all such taxes, (ii) whether a deduction shall be taken as an income tax deduction or an estate tax deduction, (iii) the election to extend the time for the payment of federal and state taxes and the election to pay any such tax in installments, (iv) the allocation of any of my available GST exemption from the federal generation-skipping transfer tax to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my lifetime as to which I did not make an allocation prior to death, and (v) the election under Section 2652(a)(3) of the Code to treat me as the transferor of any qualified terminable interest property with respect to which my estate was allowed a deduction by reason of Section 2056(b)(7) of the Code. Property may be subject to the above elections and allocations whether or not that property is included in my probate estate. If my Executor intends to exercise the election enumerated in (v) above as to any part of such qualified terminable interest property, my Executor and/or the trustee of any trust composed of such qualified terminable interest property shall first set apart property constituting such part in a separate trust (as defined in Section 2652(b)(i) of the Code) before the Section 2652(a)(3) election is made, so that after the election and after the allocation of the GST exemption, its inclusion ratio as defined in Section 2642(a) of the Code will be zero. My Executor shall incur no liability to any beneficiary of my probate and/or nonprobate estate on account of making or not making any such election or allocation, regardless of the fact that any federal or state tax imposed on my estate is thereby increased or that there is a change in the proportion in which any beneficiary shares in my estate. My Executor is directed to make the election set forth in Section 2056(b)(7) of the Code to treat all or any part of the property passing into Trust M, or Trust M1 and/or Trust M2, as the case may be, created pursuant to the trust agreement referred to in paragraph C of Section II of this Will as

between corpus and income and what shall constitute income, net income, and corpus. In determining such matters, the Executor may give consideration to, but shall not be bound by, the provisions of the Texas Trust Code.

12. Documents. The Executor may execute and deliver any deeds, conveyances, assignments, leases, contracts, stock or

qualified terminable interest property in my gross estate for federal estate tax purposes if that property otherwise qualifies for the federal estate marital deduction, unless my Executor, in my Executor's sole judgment, determines that such election would cause adverse federal or state tax consequences to my estate, my husband's estate, or any beneficiary thereof. Except for the power to make that election, my Executor shall have no power, right, duty, or obligation which would disqualify the marital deduction gift for the marital deduction. In determining the estate, inheritance and income tax liability related to my estate, my Executor's decisions as to all available tax elections shall be conclusive on all concerned. No compensating adjustments between income or corpus or in the amount of any gift under this Will shall be made as a result of my Executor's election. If my Executor joins with my husband in filing income tax returns, or consents for gift tax purposes to having gifts made by either of us during my life considered as made one-half by each of us, any resulting liability shall be borne by my estate and my husband in such proportions as they may agree.

14. Powers Cumulative. Except as herein otherwise provided, the powers conferred upon the Executor shall not be construed as in limitation of any authority conferred by law but as in addition thereto.

F. Taxes, Debts and Expenses.

1. All taxes (including any interest and penalties thereon) payable by reason of my death, all of my debts, and all of my funeral expenses and expenses of administering my estate shall be charged against my residuary estate. These charges may be paid in such order and out of such of the assets in my residuary estate (including its income) as the Executor deems appropriate. No contribution for any taxes attributable to the proceeds of any insurance policy in my life shall be made by any policy beneficiary other than my estate, and nothing herein shall require the payment of any indebtedness secured by a mortgage or other lien on any property.

2. In determining the estate, inheritance and income tax liability related to my estate, the Executor's decision as to all available tax elections and any election with respect to employee benefits payable by reason of my death shall be conclusive on all concerned. No compensating adjustments between income or principal or in the amount of any gift under this Will shall be made as a result of any election.

qualified terminable interest property in my gross estate for federal estate tax purposes if that property otherwise qualifies for the federal estate marital deduction, unless my Executor, in my Executor's sole judgment, determines that such election would cause adverse federal or state tax consequences to my estate, my husband's estate, or any beneficiary thereof. Except for the power to make that election, my Executor shall have no power, right,

SECTION V.

DEFINITIONS AND GENERAL PROVISIONS

A. Survival. Except where specifically designated otherwise, for purposes of the dispositive provisions of this Will no person shall be deemed to have survived another if such person dies within 90 days after the prior decedent's death.

B. Children and Descendants. "Children" and "Descendants" means my children or the legitimate children of the person designated and the legitimate lineal descendants of those children, and includes any person adopted by me and the adopted person's legitimate lineal descendants. A posthumous child shall be considered as living at the death of his or her parent.

C. Heirs. "Heirs" means those persons who would have inherited a decedent's personal property if the decedent had then died single, intestate, and domiciled in Texas.

D. Available GST Exemption. The "available GST exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption provided in Section 2631(a) of the Code that has not been allocated by me (or by operation of law) to property transferred by me during my lifetime. For this purpose, if I have died without filing a gift tax return which is required to be filed and which has a due date (including extensions) that is after my death, I shall be deemed to have allocated my GST exemption (as defined in Section 2631 of the Code) to all the property with respect to which I am the transferor (as defined in Section 2652(a) of the Code) that (1) may at some time be subject to the federal generation-skipping transfer tax, (2) is required to be reported on such gift tax return, (3) is to or for the benefit of my lineal descendants, and (4) does not qualify for any other exemption or exclusion from the federal generation-skipping transfer tax.

E. Code. "Code" means the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

F. Per Stirpes. "Per stirpes" distribution means that when a distribution is directed to be made to my descendants, the division into stirpes shall begin at the generation nearest to such descendant that has a living member.

G. Beneficiary. Unless the context indicates otherwise, "beneficiary(ies)" means any beneficiary then eligible to receive distributions from my estate. The natural or legal guardian or other legal representative of any beneficiary who is a minor or, in

SECTION V.

DEFINITIONS AND GENERAL PROVISIONS

A. Survival. Except where specifically designated otherwise, for purposes of the dispositive provisions of this Will

the opinion of the Executor, is otherwise legally or mentally disabled, may act, receive notice, and sign any instrument on behalf of the beneficiary.

H. Incapacity of the Executor. If the Executor becomes unable to discharge his or her duties under this Will because of accident, physical or mental illness or deterioration, or other cause and does not resign, then upon certification in a form sufficient for the recording of a deed in the State of Texas by two medical doctors (neither of whom is a beneficiary under this Will) affirming that each has examined the Executor and that each has concluded, based on such examination, that the Executor is unable to discharge his or her duties under this Will, the Executor shall cease to serve, as if he or she had resigned, effective the date of the certification.

I. Wills Not Contractual. My husband and I are executing Wills at approximately the same time in which each of us is the primary beneficiary of the will of the other. These Wills are not executed because of any agreement between my husband and myself. Either Will may be revoked at any time in the sole discretion of the maker thereof.

IN TESTIMONY WHEREOF, I hereunto sign my name to this LAST WILL AND TESTAMENT consisting of eleven (11) pages (each of which I am initialing for the purpose of identification), all in the presence of the undersigned witnesses who witness the same at my request, in my presence and in the presence of each other this 27th day of February, 1997.

Mary Lou McLain
MARY LOU MCLAIN, Testator

The foregoing instrument was signed by MARY LOU MCLAIN, the Testator, in our presence and declared by her to be her LAST WILL AND TESTAMENT, and we, at her request, in her presence and in the presence of each other hereunto sign our names as witnesses on this the 27th day of February, 1997.

Catherine Benavides
Witness

2404 Rio Grande, Austin TX
Address

Jim Cull
Witness

2404 Rio Grande, Austin TX
Address

the opinion of the Executor, is otherwise legally or mentally disabled, may act, receive notice, and sign any instrument on behalf of the beneficiary.

H. Incapacity of the Executor. If the Executor becomes unable to discharge his or her duties under this Will because of accident, physical or mental illness or deterioration, or other

STATE OF TEXAS X
COUNTY OF TRAVIS X

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared MARY LOU MCLAIN, Catherine Benouis, and Janet McCullar, known to me to be the Testator and 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, MARY LOU MCLAIN, Testator, declared to me and to the witnesses in my presence that this 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 therein expressed; and the witnesses, on their oaths stated to me, in the presence and hearing of the Testator, that the Testator had declared to them that this instrument is her LAST WILL AND TESTAMENT, and that she executed the 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 Testator and at her request; and that the Testator was at that time eighteen years of age or over and was of sound mind; and that each of the witnesses was then at least fourteen years of age.

Mary Lou McLain
Testator

Catherine Benouis
Witness

Janet McCullar
Witness

SUBSCRIBED AND ACKNOWLEDGED before me by MARY LOU MCLAIN, Testator, and subscribed and sworn to before me by the witnesses, Catherine Benouis, and Janet McCullar on this the 27 day of February, 1997.



Susan I. McKim Hall
Notary Public, State of Texas

Page 11 of 11 MM
initial

STATE OF TEXAS X
COUNTY OF TRAVIS X

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally



DANA DeBEAUVOIR
Travis County Clerk

P. O. Box 149325, Austin, Texas 78714-9325
1000 Guadalupe, Austin, Texas 78701
www.co.travis.tx.us

Cause No. 83049

The following page is an image of a
copy of a death certificate
filed in the Probate Court No. 1 of Travis County, Texas.

This cover page is used to avoid affixing the bar code to any page of the will to be probated.
The bar code below on this page is a necessary part of the Travis County Clerk's document imaging system.



CAUSE: 83049 APLT CRT00721135
PROBATE 05/24/2005 DCRT

Administration: 854-9188
Elections: 854-4996

Civil/Probate Division:
Misdemeanor Records Division:

854-9595
854-9440

Recording Division:
Records Management:

854-9183



DANA DeBEAUVOIR
Travis County Clerk

P. O. Box 149325, Austin, Texas 78714-9325
1000 Guadalupe, Austin, Texas 78701
www.co.travis.tx.us

CERTIFICATION OF VITAL RECORD

CITY OF AUSTIN

83049

STATE OF TEXAS

CERTIFICATE OF DEATH

STATE FILE NUMBER

1. NAME OF DECEASED (a) FIRST Mary		(b) MIDDLE Lou		(c) LAST Mc Lain		(d) MAIDEN Mc Lain	2. SEX Female	3. DATE OF DEATH April 22, 2005
4. DATE OF BIRTH July 21, 1960		5. AGE (IN YEARS) 44	6. BIRTH PLACE (CITY & STATE OR FOREIGN COUNTRY) Saopaulo, Brazil	7. SOCIAL SECURITY NO. 131-58-4252				
8. RACE Caucasian		9. IF YES, SPECIFY MEXICAN, CUBAN, PUERTO RICAN, ETC. NO		10. WAS DECEDENT EVER IN U.S. ARMED FORCES? NO		11. EDUCATION (SPECIFY HIGHEST GRADE COMPLETED, ELEM. OR SECONDARY (10-12) COLLEGE (13-16, 17+) 17		
12. MARITAL STATUS NEVER MARRIED		13. SURVIVING SPOUSE (IF WIFE, GIVE MAIDEN NAME) S.L. Leffingwell		14. DECEDENT'S USUAL OCCUPATION Nurse		15. KIND OF BUSINESS OR INDUSTRY Hospital		
16. RESIDENCE STREET ADDRESS 4001 Bradwood Rd				17. CITY OR TOWN Austin				
18. COUNTY Travis		19. STATE Texas		20. ZIP CODE 78722-		21. INSIDE CITY LIMITS YES		
22. FATHER'S NAME John Mc Lain				23. MOTHER'S MAIDEN NAME Mary Lou Garvin				
24. PLACE OF DEATH (CHECK ONLY ONE) HOSPITAL								
25. CITY OR TOWN IF OUTSIDE CITY LIMITS, GIVE PRECINCT NO. Austin								
26. NAME OF HOSPITAL OR INSTITUTION (if not in institution, show street address) 4001 Bradwood Rd								
27. MAILING ADDRESS OF INFORMANT 4001 Bradwood Rd Austin, Texas 78722-								
28. METHOD OF DISPOSITION CREMATION								
29. PLACE OF DISPOSITION (NAME OF CEMETERY, CREMATORIUM, ETC.) Union Creek Memorial Park								
30. LOCATION (CITY, STATE) Austin, TX								
31. SIGNATURE OF FUNERAL DIRECTOR OR PERSON ACTING AS SUCH <i>Rafael M. Moreno</i>								
32. DATE OF DISPOSITION 4-26-2005								
33. NAME & ADDRESS OF FUNERAL HOME All Faiths Funeral Service-North								
34. ADDRESS OF FUNERAL HOME 8507 North IH 35 Austin, Texas 78753-								
35. CERTIFIER Suzanna Dana, M.D. Deputy Medical Examiner								
36. DATE SIGNED 04 27 05								
37. TIME OF DEATH 10:27 A.M.								
38. PRINTED NAME & ADDRESS OF CERTIFIER Suzanna Dana, M.D. P.O. Box 1748 Austin, Texas 78767								
39. PART 1: ENTER THE DISEASES, INJURIES OR COMPLICATIONS THAT CAUSED THE DEATH. DO NOT ENTER THE MODE OF DYING SUCH AS CARDIAC OR RESPIRATORY ARREST, SHOCK, OR HEART FAILURE. LIST ONLY ONE CAUSE ON EACH LINE. Intra-oral gunshot wound								
40. PART 2: OTHER SIGNIFICANT CONDITIONS CONTRIBUTING TO DEATH BUT NOT RESULTING IN THE UNDERLYING CAUSE GIVEN IN PART 1 (i.e., substance abuse, diabetes, smoking, etc.)								
41. DID TOBACCO USE CONTRIBUTE TO DEATH? NO								
42. DID ALCOHOL USE CONTRIBUTE TO DEATH? NO								
43. WAS DECEDENT PREGNANT? NO								
44. MANNER OF DEATH SUICIDE								
45. DATE OF INJURY 04/22/2005								
46. TIME OF INJURY 10:18 AM								
47. INJURY AT WORK? NO								
48. LOCATION (STREET AND NUMBER, CITY OR TOWN, STATE) 4001 Bradwood Rd. Austin, Texas								
49. DESCRIBE HOW INJURY OCCURRED Shot Self								
50. REGISTRAR FILE NO. 02-01483								
51. DATE RECEIVED BY LOCAL REGISTRAR APR 29 2005								
52. SIGNATURE OF LOCAL REGISTRAR <i>Rafael Moreno</i>								

WARNING: The penalty for knowingly making a false statement in this form can be 2 to 10 years in prison and a fine of up to \$10,000 (Health and Safety Code, Sec. 195, 1999)

S315323

This is to certify that this is a true and correct reproduction of the original record as recorded in this office. Issued under authority of Section 191.051, Health & Safety Code.

ISSUED

MAY 02 2005

Rafael Moreno
Local Registrar

CITY OF AUSTIN

83049

STATE OF TEXAS

CERTIFICATE OF DEATH

STATE FILE NUMBER

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52. SIGNATURE OF LOCAL REGISTRAR <i>Rafael Moreno</i>								

POSTED NOTICE ON APPLICATION TO PROBATE WILL
LETTERS TESTAMENTARY
CAUSE NO. 83049

TO ALL PERSONS INTERESTED IN THE ESTATE OF

MARY LOU MCLAIN, Subject, No. 83049,
Probate Court Number 1, Travis County, Texas.
SHELLY LEE LEFFINGWELL filed in the probate court
Number 1, of Travis County, Texas, on the 24th day of May, 2005, an
application for the probate of the last will and testament of said
MARY LOU MCLAIN, Subject, and for letters
testamentary (the said will accompanying said application).

Said application will be heard and acted on by said Court at 10:00 o'clock
A.M. on the first Monday next after the expiration of ten days from date of
posting this citation, the same being the 6th day of June, 2005, at the
County Courthouse in Austin, Texas.

All persons interested in said estate are hereby cited to appear before
said Honorable Court at said above mentioned time and place by filing a
written answer contesting such application should they desire to do so.

The officer executing this citation shall post the copy of this citation
at the courthouse door of the county in which this proceeding is pending, or
at the place in or near said courthouse where public notices customarily are
posted, for not less than 10 days before the return day thereof, exclusive of
the date of posting and return the original copy of this citation to the clerk
stating in a written return thereon the time and the place where the copy was
posted.

GIVEN UNDER MY HAND AND THE SEAL OF SAID COURT at office in Austin, Texas,
this the 26th day of May, 2005.

DANA DEBEAUVOIR
County Clerk, Travis County, Texas
P.O. Box 1748, Austin, Texas 78767

By Deputy: Scott Williams



----- OFFICER'S RETURN -----

Came to hand on the _____ day of _____, _____, at _____ o'clock _____ M,
and executed on the _____ day of _____, _____, by posting a copy of the
within citation for ten days, exclusive of the day of posting, before the return day
hereof, at the County Courthouse door of Travis County, Texas, or at the place in or
near the said courthouse where public notices customarily are posted.

To certify which witness my hand officially.

Const. Precinct 5 of BRUCE ELKANT
CONST. PRECINCT #5
TRAVIS COUNTY, TEXAS County, Texas
By Deputy: _____

FEES PAID \$ _____
ORIGINAL COPY



83049-002

POSTED NOTICE ON APPLICATION TO PROBATE WILL
LETTERS TESTAMENTARY
CAUSE NO. 83049

TO ALL PERSONS INTERESTED IN THE ESTATE OF

MARY LOU MCLAIN, Subject, No. 83049,
Probate Court Number 1, Travis County, Texas.

Cause No. 83049
The Estate of:
MCLAIN, MARY LOU

{ }
{ }
{ }

In the 1
Probate Court
TRAVIS County

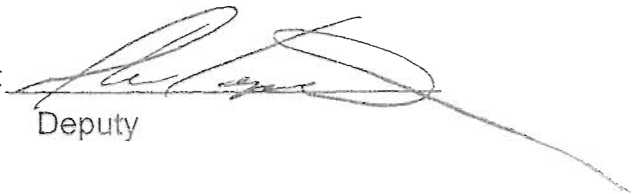
Officer's Return

Came to hand May 26, 2005, at 5:00 P.M. and executed in Travis County, Texas, on May 26, 2005, by posting a copy of the citation for ten days, exclusive of the day of posting, before the return day hereof, at the County Courthouse door of Travis County, Texas, or at the place in or near the said courthouse where public notices customarily are posted.

FEE: \$60.00 Paid

Bruce Elfant,
Travis County Constable Precinct 5
Travis County, Texas

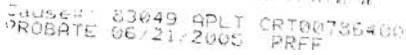
by:


Deputy

Cause No. 83049
The Estate of:
MCLAIN, MARY LOU

{ }
{ }
{ }

In the 1
Probate Court
TRAVIS County



ESTATE OF	\$	IN THE PROBATE COURT
	\$	
MARY LOU MCLAIN,	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS

ON THIS DAY, SHELLEY LEE LEFFINGWELL ("Affiant") personally appeared in Open Court, and after being duly sworn, deposes and says that:

1. "MARY LOU MCLAIN ("Decedent") died on April 23, 2005 in Austin, Travis County, Texas, at the age of 44 years and four years have not elapsed since the date of Decedent's death.
2. "Decedent was domiciled and had a fixed place of residence in this County at the date of death.
3. "The document dated February 27, 1997, now shown to me and which purports to be Decedent's Will was never revoked so far as I know.
4. "A necessity exists for the administration of this Estate.
5. "No child or children were born to or adopted by Decedent after the date of the Will.
6. "Decedent was never divorced.
7. "Neither a state, a governmental agency of the State or a charitable organization is named by the Will as a devisee.
8. "The Independent Executor named in the Will is not disqualified by law from accepting Letters Testamentary or from serving as such and are entitled to such Letters."

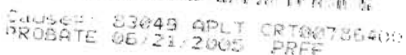

SHELLY LEE LEFFINGWELL, Affiant

20 SWORN TO AND SUBSCRIBED BEFORE ME by _____ this
day of June, 2005, to certify which witness my hand and seal
of office.



By: Deputy
A. SERRANO

Filed for Record
At \$ 57 Court A M.
21 JUL 2005
Date Filed
Texas



ESTATE OF	\$	IN THE PROBATE COURT
	\$	
MARY LOU MCLAIN,	\$	NUMBER ONE
	\$	
DECEASED	\$	TRAVIS COUNTY, TEXAS



Cause# 83049 APLT CRT0078640!
PROBATE 05/21/2005 ULTR

NO. 53049

ESTATE OF	§	IN THE PROBATE COURT
	§	
MARY LOU MCLAIN,	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY

ON THIS DAY came on to be heard the Application For Probate of Will and Issuance of Letters Testamentary filed by SHELLY LEE LEFFINGWELL ("Applicant") in the Estate of MARY LOU MCLAIN, Deceased ("Decedent").

The Court, having heard the evidence and having reviewed the Will and the other documents filed herein, finds (i) that the allegations contained in the Application are true; (ii) that notice and citation have been given in the manner and for the length of time required by law; (iii) that Decedent is dead and that four years have not elapsed since the date of Decedent's death; (iv) that this Court has jurisdiction and venue on the Decedent's estate; (v) that Decedent left a Will dated February 27, 1997, executed with the formalities and solemnities and under the circumstances required by law to make it a valid Will; (vi) that on such date Decedent had attained the age of 18 years and was of sound mind; (vii) that such Will was not revoked by Decedent; (viii) that no objection to or contest of the probate of such Will has been filed; (ix) that all of the necessary proof required for the probate of such will has been made; that such Will is entitled to probate; (x) that in said Will, Decedent named SHELLY LEE LEFFINGWELL as Independent Executor, to serve without bond, who is duly qualified and not disqualified by law to act as such and to receive Letters Testamentary; (xi) that a necessity exists for the administration of this estate; and (xii) that no interested person has applied for the appointment of appraisers and none are deemed necessary by the Court.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that such 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 FURTHER ORDERED, ADJUDGED AND DECREED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall be issued to SHELLY LEE LEFFINGWELL, 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, Appraisalment and List of Claims as required by law.

SIGNED this 21 day of June, 2005.

RECOMMENDED
this 21 day of June 2005
[Signature]
Susan R. Whitman, Associate Judge

[Signature]
HONORABLE JUDGE PRESIDING



Cause# 83049 APLT CRT0078640!
PROBATE 05/21/2005 ULTR

NO. 53049

ESTATE OF	§	IN THE PROBATE COURT
	§	
MARY LOU MCLAIN,	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS



CAUSE: 83049 APLT CRT00750402
PROBATE 06/21/2005 OATH

NO.

83049

ESTATE OF

MARY LOU MCLAIN,

DECEASED

§
§
§
§
§

IN THE PROBATE COURT

NUMBER ONE

TRAVIS COUNTY, TEXAS

OATH

I DO SOLEMNLY SWEAR that the writing which has been offered for probate is the last Will of MARY LOU MCLAIN so far as I know or believe, and that I will well and truly perform all the duties of Independent Executor of said Will and of the Estate of MARY LOU MCLAIN, Deceased.


SHELLY LEE LEFFINGWELL

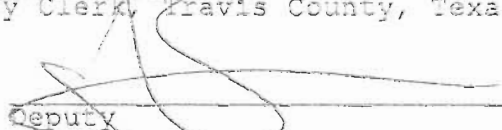
SWORN TO AND SUBSCRIBED BEFORE ME by _____
this 21 day of June, 2005, to certify which
witness my hand and seal of office.



Dana DeBeauvoir

County Clerk, Travis County, Texas

By:


Deputy

A. SERRANO

Notary Public in and for the State of
Texas

Printed Name:

My Commission expires:

Filed for Record
21 JUN 2005
A 11
Travis County, Texas



CAUSE: 83049 APLT CRT00750402
PROBATE 06/21/2005 OATH

NO.

83049

ESTATE OF

MARY LOU MCLAIN,

DECEASED

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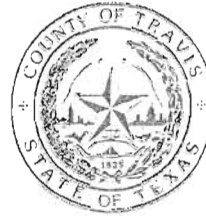
IN THE PROBATE COURT

NUMBER ONE

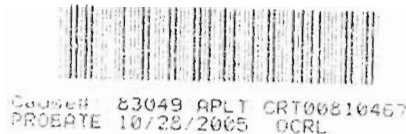
TRAVIS COUNTY, TEXAS

JUDGE GUY HERMAN
TRAVIS COUNTY PROBATE COURT NO. 1
TRAVIS COUNTY, TEXAS

Travis County Courthouse
Room 217- P.O. Box 1748
Austin, Texas 78767
512-854-9258



10/24/2005



FRANK LLOYD LEFFINGWELL
401 CONGRESS AVE STE 2100
AUSTIN, TX 78701

Re: MCLAIN MARY LOU, Cause No 83049

Dear FRANK LLOYD LEFFINGWELL,

In the past few years, this Court's docket has dramatically increased, resulting in more estates requiring Court monitoring. At the same time, the number of personal representatives who fail to comply with their fiduciary duties under the Texas Probate Code has also increased. While no Court has a duty to remind fiduciaries to comply with their statutory duties, this Court generally attempts to obtain compliance by letters to counsel and other informal means. When, all too often, even those measures fail to effect compliance, the Court must employ its power to show cause non-complying representatives for removal. The following letter outlines your client's (SHELLY LEFFINGWELL) opportunity to avoid show cause proceedings: we appreciate your assistance in obtaining your client's (SHELLY LEFFINGWELL) compliance with his or her statutory duties.

This is a reminder that as of 10/24/05 the following was past due in the above cause:

COURT CODE06 09 21 516

☒ Inventory, Appraisalment and List of Claims ☐ Application to Close (with receipts)
☐ Bond ☐ Other _____

If the document(s) have already been filed, we thank you. If not, this is the **ONLY** reminder notice you will receive.

The Compliance Hearing for this case is set for 12/16/05 at 10:00 a.m. If the above-noted document(s) are filed by the compliance hearing date, this case will be dismissed from the compliance docket and you do not have to appear. If, however, the noted document(s) are not filed by the compliance hearing date, **you must appear before Judge Whitman** to discuss any problems with compliance or to request an extension of time in which to file missing document(s). **PLEASE DO NOT CONTACT THE COURT OR COURT STAFF AT OTHER TIMES, IN ANY MANNER, TO DISCUSS COMPLIANCE ISSUES;** the Court has created the Compliance Docket to address these issues. Qualification

You should inform your client that failure to file the documents by the above date and time, without appearance the Court's Compliance Docket, will result in the costs of show cause citation and service to be assessed against the client individually, and not against the estate.

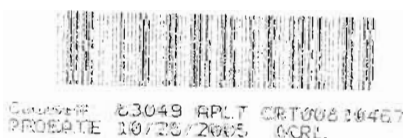
Please give this matter your IMMEDIATE attention.

Sincerely,


Guy Herman
JUDGE GUY HERMAN
TRAVIS COUNTY PROBATE COURT NO. 1
TRAVIS COUNTY, TEXAS

Travis County Courthouse
Room 217- P.O. Box 1748
Austin, Texas 78767
512-854-9258

10/24/2005



ORDERED RECORDED AND
INDEXED

GUY HERMAN, JUDGE PRESIDING



FRANK LLOYD LEFFINGWELL



Cause# 83049 APLT CRT00827573
PROBATE 01/31/2006 OINV

No. 83049


ESTATE OF	§	IN THE PROBATE COURT
	§	
MARY LOU MCLAIN,	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS

ORDER APPROVING
INVENTORY, APPRAISEMENT AND LIST OF CLAIMS

The Inventory, Appraisement and List of Claims of the above estate having been filed on November 11, 2005 and presented; there having been no objections made thereto; and the Court having considered and examined the same, is satisfied that it should be approved.

IT IS THEREFORE ORDERED that the Inventory, Appraisement and List of Claims is in all respects approved and ORDERED entered of record.

SIGNED on the 31 day of January, 2006.



JUDGE PRESIDING

FILED 1/31/06
CLERK OF DISTRICT COURT
TRAVIS COUNTY, TEXAS

FEE WAIVED



GUY HERMAN, JUDGE PRESIDING

MARY LOU MCLAIN,	§	NUMBER ONE
	§	
DECEASED	§	TRAVIS COUNTY, TEXAS

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