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ALICE J. DUCK, CLERK REGISTER

ESTATE OF JOE E. STILL, Deceased.	)	IN THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA. IN EQUITY NO._____

MRS. ILA STILL, BEING FIRST DULY SWORN, TESTIFIED AS FOLLOWS:

Examination by Mr. Owens.

Q. Will you state your name, please?

A. Ila Still.

Q. Are you the same individual as the Petitioner in this cause?

A. Yes.

Q. Are you the widow of Joe E. Still, deceased?

A. Yes.

Q. You were appointed, qualified and are now acting as Executrix of the estate of Joe E. Still, which is now pending in this Court?

A. Yes.

Q. Did the decedent, at the time of his death, own and operate an automobile business in Bay Minette, Alabama, known as the J. E. Still Motor Company?

A. Yes sir.

Q. As such was he a franchised Ford Dealer?

A. Yes sir.

Q. As such franchised Ford dealer, when did this Franchise expire?

A. It terminated upon his death automatically.

Q. What arrangements were made by you with the Ford Motor Company when your husband passed away?

A. An interim Sales Agreement for a period of one year.

Q. Now at the present time are you acting as such franchised Ford dealer under that Interim Sales Agreement?

A. Yes.

Q. When does that agreement expire?

A. The 2nd day of April.

Q. 1959?

A. Yes.

Q. Now do you, at the present time, have an inventory of the auto-

mobiles of the Motor Company, and an inventory of vehicles of various kinds in your possession?

A. Yes.

Q. Would you be able to operate without a franchise dealership?

A. No.

Q. Not profitably?

A. You can't sell Fords without a franchise; all I could sell would be used cars.

Q. Do you have equipment and a plant there?

A. Yes sir.

Q. Automobile repair and parts?

A. Yes sir.

Q. And various furniture and fixtures and supplies?

A. Yes.

Q. Do you operate a filling Station?

A. Yes sir.

Q. Do you have accounts receivable?

A. Yes.

Q. And accounts payable?

A. Yes sir.

Q. Now are you familiar with the offer to purchase the entire business made by the Still Motor Company, Inc.?

A. Yes.

Q. In your opinion, is the sum of $50,000. a fair and reasonable price?

A. It is.

Q. Do you feel that it is to the best interest of the estate of Joe E. Still that the offer be accepted?

A. Yes.

Q. Now is there any instrument which prohibits the sale of the business?

A. Not any that I know of.

Q. Is there any particular instrument which you know of which au thorizes a sale by you?

A. No.

mobiles of the Motor Company, and an inventory of vehicles of various kinds in your possession?

A. Yes.

Q. Would you be able to operate without a franchise dealership?

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Q. And various furniture and fixtures and supplies?

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Q. And accounts payable?

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A. Yes.

Q. Now is there any instrument which prohibits the sale of the business?

A. Not any that I know of.

Q. Is there any particular instrument which you know of which au thorizes a sale by you?

A. No.

MR. JAMES S. BARTEE, BEING FIRST DULY SWORN, TESTIFIED:

Examination by Mr. Owens.

Q. Will you state your name?

A. James S. Bartee.

Q. Where do you live?

A. Mobile.

Q. What is your profession?

A. Certified Public Accountant.

Q. Have you a position with the J. E. Still Motor Company in Bay Minette, Alabama, as an Auditor?

A. I have been retained by them as their Accountant, or Auditor?

Q. How long have you been their Auditor?

A. Since 1946.

Q. As such Auditor, are you familiar with the business thoroughly?

A. I would say yes.

Q. Mr. Bartee, what, in your opinion, is the reasonable book value at the present time of the J. E. Still Motor Company?

A. Between $50,000.00 and $52,000.00. That makes no provision for bad debts. There is no reserve set up for lossesses on accounts receivable.

Q. Does that include accounts receivable?

A. Yes sir and used cars and present inventory and all equipment.

Q. Of every kind and nature?

A. Yes sir.

Q. All right -- You heard Mrs. Still testify as to this franchise, is there any possible way that the present plant could be operated without a franchise of some type ? -- In otherwords, could she run this as an automobile plant?

A. Not profitably.

Q. In your opinion, would the accounts receivable be as collectible as they are now should she attempt to operate after the franchise expires?

A. No. She couldn't obtain any genuine Ford parts beeaus Ford wouldn't ship them unless she was an authorized dealer.

Q. Do you feel that the sale of the business as a going concern would be more profitable to the estate of Joe E. Still than would an attempt to sell it out piece by piece?

A. Much more profitable.

Q. What would the loss --- What, in yourmopinion, would the loss be should the estate attempt to liquidate the business? --- You testified the book value was between $50,000.00 and $52,000.00?

A. There would be no attempt at that, because if this wasn't done we would have to get an outsider to come in here and buy it out There would be no piece by piece deal.

Q. Is there any possible chance of extending or securing an extension o Franchise?

A. No, the Ford Representative told Mrs. Still, Mr. Douglas Still, Mr. Walter Foster and myself that they had come to the conclusion that they wanted a change in the dealership and they wanted some one in control of it that devoted their full time to it and was accountable to Ford, and that they did not want an owner with a dealership who did not devote their full time to the operation of the agency.

Q. Are you familiar with the offer made by Still Motor Company, Inc?

A. I am.

Q. As shown in this bill of sale attached here?

A. Yes.

Q. Mr. Bartee, do you feell that that is a fair and reasonble offer for the business?

A. I do.

Q. Do you feel that it would be to the best interest and to the benefit of the estate of Joe E. Still that the offer be accepted?

A. I think to the benefit of the estate and to Ila Individually as the sole heir. that it be taken -- that it is very advantageous.

C E R T I F I C A T E:

I hereby certify that the foregoing , consisting of pages 1 to 4, both inclusive, correctly sets forth a true and correct transcript of the testimony as taken by me on the 30th day of March, 1959, in the above styled cause, in open Court.

This 30th day of March, 1959.

Louise Dunkerson
Court Reporter

ESTATE OF

JOE E. STILL, DECEASED

IN THE CIRCUIT COURT OF

BALDWIN COUNTY, ALABAMA

IN EQUITY NO. 4261

DECREE AUTHORIZING EXECUTRIX TO OPERATE BUSINESS OF ESTATE

This cause coming on to be heard on this date is submitted for a decree on the petition filed in this cause by Ila Still, as Executrix of the said estate, on April 8, 1958; the decree of this Court dated April 8, 1958, setting this cause for hearing on April 9, 1958, and providing for testimony in open court; the testimony of the witnesses, Ila Still and H.D. Still taken in open court this date, upon the consideration of all of which, the court is of the opinion that the said petitioner is entitled to the relief prayed for by her in her said petition; whereupon, it is, therefore, ORDERED, ADJUDGED AND DECREED by the court as follows:

1. That the said J.E. Still Motor Company was operated by the deceased Joe E. Still at the time of his death; that said J.E. Still Motor Company is a going concern and is solvent; that the petitioner, Ila Still, is the sole devisee under the Last Will and Testament of the said Joe E. Still; that it is to the best interests of the estate of Joe E. Still and to the petitioner that the said J.E. Still Motor Company continue to operate as a business during the administration of said estate; that the petitioner has available, competent personnel with which to operate the said J.E. Still Motor Company; that the failure to operate the said J.E. Still Motor Company would result in damage to the assets of the estate; that the continued operation of the J.E. Still Motor Company, with its entire facilities, which includes but is not limited to, a body and repair shop, filing station, used car lot and new car sales division, will materially benefit and conserve the assets of the estate.

2. There is no instrument which authorizes such continued operation, nor is there an instrument which prohibits such operation.

3. That the said petitioner, Ila Still, as Executrix of the Estate of Joe E. Still, is hereby authorized and empowered to continue the operation of the said J.E. Still Motor Company during the administration

of said estate; that the said petitioner, in the due operation of the said J.E. Still Motor Company, is hereby authorized to exercise the following powers:

A. Buy, sell, trade or otherwise dispose of, in the usual and ordinary course of business, motor vehicles, both new and used, for cash or for terms under the appropriate contracts used in said business.

B. Hire and employ the necessary personnel to operate the J.E. Still Motor Company, on both salaried and commissioned basis.

C. To operate the repair and body shops of said establishment and all other facilities used in connection therewith.

D. To borrow from time to time such funds as may be necessary for the operation of said business, and to execute the necessary notes and other instruments normally required in the borrowing of money.

E. To discount commercial paper, with or without recourse.

F. To do all other things which in the opinion of the petitioner is necessary to preserve the estate of the said Joe E. Still by, in and through the continued operation of the J.E. Still Motor Company.

G. To retain and employ H.D. Still as manager of the said J.E. Still Motor Company with such authority as the petitioner shall, from time to time delegate.

4. Jurisdiction of this cause is reserved for such other and further orders or decrees as may be or become necessary proper in the premises.

ORDERED, ADJUDGED AND DECREED on this the 9 day of April, 1958.

Hubert M. Hall
Judge.

Filed April 9, 1958
Alice J. Duck, Register

ESTATE OF

JOE E. STILL, DECEASED

IN THE CIRCUIT COURT OF

BALDWIN COUNTY, ALABAMA

IN EQUITY NO. 4261

DECREE AUTHORIZING EXECUTRIX TO OPERATE BUSINESS OF ESTATE

This cause coming on to be heard on this date is submitted for a decree on the petition filed in this cause by Ila Still, as Executrix of the said estate, on April 8, 1958; the decree of this Court dated April 8, 1958, setting this cause for hearing on April 9, 1958, and providing for testimony in open court; the testimony of the witnesses, Ila Still and H.D. Still taken in open court this date, upon the consideration of all of which, the court is of the opinion that the said petitioner is entitled to the relief prayed for by her in her said petition; whereupon, it is, therefore, ORDERED, ADJUDGED AND DECREED by the court as follows:

1. That the said J.E. Still Motor Company was operated by the deceased Joe E. Still at the time of his death; that said J.E. Still Motor Company is a going concern and is solvent; that the petitioner, Ila Still, is the sole devisee under the Last Will and Testament of the said Joe E. Still; that it is to the best interests of the estate of Joe E. Still and to the petitioner that the said J.E. Still Motor Company continue to operate as a business during the administration of said estate; that the petitioner has available, competent personnel with which to operate the said J.E. Still Motor Company; that the failure to operate the said J.E. Still Motor Company would result in damage to the assets of the estate; that the continued operation of the J.E. Still Motor Company, with its entire facilities, which includes but is not limited to, a body and repair shop, filing station, used car lot and new car sales division, will materially benefit and conserve the assets of the estate.

2. There is no instrument which authorizes such continued operation, nor is there an instrument which prohibits such operation.

3. That the said petitioner, Ila Still, as Executrix of the Estate of Joe E. Still, is hereby authorized and empowered to continue the operation of the said J.E. Still Motor Company during the administration

of said estate; that the said petitioner, in the due operation of the said J.E. Still Motor Company, is hereby authorized to exercise the following powers:

A. Buy, sell, trade or otherwise dispose of, in the usual and ordinary course of business, motor vehicles, both new and used, for cash or for terms under the appropriate contracts used in said business.

B. Hire and employ the necessary personnel to operate the J.E. Still Motor Company, on both salaried and commissioned basis.

C. To operate the repair and body shops of said establishment and all other facilities used in connection therewith.

D. To borrow from time to time such funds as may be necessary for the operation of said business, and to execute the necessary notes and other instruments normally required in the borrowing of money.

E. To discount commercial paper, with or without recourse.

F. To do all other things which in the opinion of the petitioner is necessary to preserve the estate of the said Joe E. Still by, in and through the continued operation of the J.E. Still Motor Company.

G. To retain and employ H.D. Still as manager of the said J.E. Still Motor Company with such authority as the petitioner shall, from time to time delegate.

4. Jurisdiction of this cause is reserved for such other and further orders or decrees as may be or become necessary proper in the premises.

ORDERED, ADJUDGED AND DECREED on this the 9 day of April, 1958.

Hubert M. Hall
Judge.

Filed April 9, 1958
Alice J. Duck, Register

ESTATE OF JOE E. STILL, DECEASED	IN THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA IN EQUITY

PETITION TO REMOVE ESTATE TO EQUITY COURT.

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, SITTING IN EQUITY:

Your petitioner, Ila Still, who is over the age of twenty-one and a resident of Baldwin County, Alabama, respectfully represents unto the Court and your Honor as follows:

1. She has been heretofore appointed, qualified and is now acting as Executrix of this said estate.

2. Because of the broader powers of the Circuit Court of Baldwin County, Alabama, In Equity, this estate can be better executed and administered in this Court than in the Probate Court of Baldwin County, Alabama.

WHEREFORE, petitioner prays that a proper decree be rendered removing the administration of this said estate from the Probate Court of Baldwin County, Alabama, to the Circuit Court of Baldwin County, Alabama, in Equity. Petitioner further prays that such other orders be made and decrees rendered as may be requisite and proper in the premises.

Ila Still

Sworn to and subscribed before me
on this the 8 day of April, 1958.

J. Cannon Owen, Jr.
Notary Public-State at Large

FILED
APR 9 1958
ALICE J. BUCK, Register

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ESTATE OF JOE E. STILL, Deceased.	)	IN THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA. IN EQUITY.

MRS. ILA STILL, BEING FIRST DULY SWORN, TESTIFIED AS FOLLOWS:

Examination by Mr. Owens

Q. Will you state your name, please?
A. Ila Still.

Q. Mrs. Still, you are the Petitioner in the Estate of Joe E. Still p ending in this Court?

A. Yes sir.

Q. Amd you are a resident of Baldwin County, Alabama, and over the age of 21 years?

A. Yes sir.

Q. Have you heretofore bee n appointed, and qualified, and are you now acting as Executrix of the estate of Joe E. Still, deceased?

A. Yes sir.

Q. Now are you, under the terms of the last will and testament of the said Joe E. Still, deceased, the sole legatee and devisee?

A. Yes sir.

Q. What business was Mr. Still in at the time of his death?

A. J. E. Still Motor Company.

Q. Was he the licensed Ford dealer here in Bay Minette?

A. Yes sir.

Q. Did he operate in connection with his business a body and repair shop?

A. Yes sir.

Q. Did he maintain an inventory of parts?

A. Yes sir.

Q. Did he operate a service Station in connection therewith?

A. Yes.

Q. Is there an inventory present in the estate of a large group of automobiles?

A. Yes sir.

Q. Now do you have available, should the court see fit to allow the continuance of the business of J. E. Still Motor Company, competent personnel to run it?

A. I do.

Q. Who is that?

A. Douglas Still, manager, Foster as Sales Manager and Herman Cane Shop manager and Robert Roster manager of the filling Station.

Q. Are they experienced in the business?

A. They are.

Q. Do you know of any instrument which would prohibit you from continuing the operation, or any contract or conveyance?

A. No.

Q. You state that you have a year--

A. We have an agreement with the Ford Motor Company that we have a year. When Joe died they cancelled the contract, but we still have a year to wind up the business unless they want us to continue after that.

Q. Is it to the best interest of the estate of Joe E. Still, in your opinion that the business be continued?

A. Yes, in my opinion it is.

Q. Now what liabilities of the estate have you been able to find at the present time in your best judgment?

A. Accounts receivable.

<u>DOUGLAS STILL, BEING FIRST DULY SWORN, TESTIFIED</u>:

Examination of witness by Mr. Owens.

Q. Is this Mr. H. Douglas Still?

A. Right.

Q. Are you the manager of the J. E. Still Motor Company?

A. I am.

Q. At the time of the death of Joe E. Still you were the manager?

A. I was.

Q. In connection with the business do you all have an inventory of automobiles?

A. We do.

Q. Both new and used?

A We do.

Q. Are the new automobiles owned or floor-planned?

A. Floor-planned.

Q. But you have the responsibility of disposing of those?

A. We do.

Q. Do you have an inventory of used automobiles?

A. Yes sir.

Q. About how many?

A. I can give it to you in value -- Around $25,000.00 in value.

Q. What would ha pen to these automobiles if it were not possible to sell them?

A. Would be a loss if you couldn't sell them - If you didn't continue to sell them they would depreciate every month.

Q. Do you have an inventory of parts?

A. We do.

Q. What, in your opinion, is the approximate value of the parts if used in connection with the repair of aotomobiles?

A. Right at $40,000.

Q. If you had to dump them on the market as is, they would bring far less?

A. Possibly $15,000.00.

Q. In otherwords, if you used those in connection with the repair of automobiles you would probably realize the full value of $40,000.00?

A. That is right.

Q. If you dumpted them on the market they would bring approximately $15,000.00?

A. Yes.

Q. Is it necessary in the operation of the Motor Company that you sel automobiles for terms under contracts?

A. Yes.

Q. What happens to the paper?

A. We discount our paper to various finance companies and banks.

Q. In your opinion is it absolutely necessary that that practice be continued?

A. It is.

Q. The opportunity to sell automobiles for cash arises very seldom, does it not?

A. Very seldom.

Q. In your opinion would it be necessary to borrow certain sums of money from time to time in the operation of the business?

A. It would probably be - probably would be.

Q. About how many employees do you have, or did you have at the time of the death of Mr. Still?

A. About 12.

Q. Would it be necessary to continue to hire that many in number to operate the plant?

A. Yes sir.

Q. In your opinion is it to the best interest of the estate of Joe E. Still that the Motor Company be continued in operation?

A. It is.

I hereby certify that the foregoing, consisting of pages 1 to 4, both inclusive correctly sets forth a true and correct transcript of the testimony as taken by me in open court in the above stiled matter on this day.

This 9th day of April, 1958.

Louise Dusenbury
Official Court Reporter

THE ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY NO. 4261

DECREE SETTING DAY FOR HEARING OF PETITION TO SELL BUSINESS OF ESTATE

This cause coming on to be heard on this day is submitted for decree on the verified petition filed in this cause on the 30th day of March, 1959, by Ila Still, as Executrix of the Estate of Joe E. Still, deceased; the waiver of the notice of the petitioner; and upon consideration of all of which it is, therefore, ORDERED, ADJUDGED AND DECREED by the Court as follows:

1. The said petition shall be and it is hereby set for hearing at the Courthouse in Bay Minette, Alabama, at 1:15 p m., on the 30th day of March, 1959.

2. It is further ordered that the testimony in this cause shall be taken orally in open court at the hearing on said date at said time.

3. No other notice of the filing of said petition or of the date or time set for hearing the same is required to be given to any other person, firm or corporation.

ORDERED, ADJUDGED AND DECREED on this the 30th day of March, 1959.

Hubert M Hall
JUDGE

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ESTATE OF:	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA,
	)	IN EQUITY NO. 4261.

DECREE OF FINAL SETTLEMENT

This being the day heretofore set and appointed to hear and pass upon the accounts and vouchers and the application of the Executrix of the Last Will and Testament of Joe E. Still, deceased, for a final settlement of said Estate, now comes the Executrix, Ila R. Still, and moves the Court to proceed to examine and pass upon said accounts and moves that the said accounts be passed and allowed as stated in the said waiver attached to the Petition for Final Settlement submitted by the said Executrix.

And, it appearing to the satisfaction of the Court that the allegations contained in the petition are true, and that more than six months have elapsed since the granting of the letters testamentary, and that all debts and claims against the Estate have been paid, and that the condition of the Estate in other respects admits of final settlement thereof, and that the day set for hearing thereof has been given as made and provided by law; that the sole legatee and devisee, being an adult, and the one and same person as the Executrix, has by written instrument filed in this Court with said petition for final settlement, declared that the statements contained in the said petition are true and correct, and have ratified and approved the allegations of the petition, and does waive all notice to which she might be entitled, and consents that the Court may make final settlement at any time,

And, the Court finding that the administration is complete in all respects and that the allegations of the petition are true and correct;

It is, therefore, Ordered, Adjudged and Decreed by the Court that said accounts be and the same are hereby in all things passed and allowed as above stated.

It is, therefore, Ordered, Adjudged and Decreed by the Court that the said Executrix be and is hereby discharged of all liability as such Executrix.

It is, further, Ordered, Adjudged and Decreed that all accounts, vouchers, statements on file regarding this settlement, and all other papers in writing respecting said Estate, together with this decree be recorded.

It is, further, Ordered, Adjudged and Decreed that the costs of this proceeding are hereby taxed against the Petitioner.

Done at Bay Minette, Alabama, this the 7 day of ~~March~~ April, 1960.

Hubert M Stace
Judge

THE ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY NO. 4261

DECREE AUTHORIZING EXECUTRIX TO SELL BUSINESS

This cause coming on to be heard on this day is submitted for decree on the petition filed in this cause by Ila Still, as Executrix of the said Estate, on the 30th day of March, 1959; the decree of this Court dated the 30th day of March, 1959, setting this cause for hearing on the 30th day of March, 1959, and providing for testimony in open court; the testimony of the witnesses, Ila Still and James S. Bartee, taken in open court this day, and it appearing to the Court as follows:

1. The said petitioner, Ila Still, is the duly acting Executrix of the Estate of Joe E. Still, deceased, the administration of which Estate is pending in this Court; that under the Last Will and Testament of the said Joe E. Still, deceased, the petitioner, Ila Still, is the sole devisee and legatee of the deceased, being left the entire Estate, whether real, personal or mixed, in fee simple.

2. That it further appearing to the Court that the said decedent, Joe E. Still, did at the time of his death, own and operate an automobile business in Bay Minette, Alabama, under the style of J.E. Still Motor Company; that as such, the said Joe E. Still was a franchised Ford automobile dealer, said franchise expiring upon the date of the death of the said Joe E. Still; that under said franchise, the Estate of Joe E. Still was granted one year in which to wind up the business as the authorized agent of the Ford Motor Company; that on or about, and pursuant to the terms of the franchise extended by the Ford Motor Company to the said Joe E. Still, the petitioner, Ila Still, as Executrix of the Estate of Joe E. Still, was granted a franchise by the Ford Motor Company to continue as an authorized Ford Dealer for a period not to exceed one year;

that said one year period will expire on April 1, 1959.

3. That the Estate of Joe E. Still now owns certain motor vehicles as part of its inventory, equipment, accounts receivable, parts and various other assets of different kinds, which property will be appreciably diminished in value upon the expiration of the franchise agreement of the said Estate with the Ford Motor Company; that it would be virtually impossible for the Estate to continue to operate an automobile business other than as the franchised dealer; that an offer has been made to the petitioner, as Executrix of the Estate of Joe E. Still, and individually, to purchase the entire business for the sum of FIFTY THOUSAND and No/100 ($50,000.00) DOLLARS, and in addition thereto, to assume the indebtedness of the said business, the J.E. Still Motor Company. That the said offer has been made in good faith by the Still Motor Co., Inc.

4. And it appearing to the Court that the offer so made for the purchase of the entire business of the J.E. Still Motor Company is a fair offer at a reasonable price, and that it is to the best interest of the Estate of Joe E. Still that said offer be accepted.

5. And it further appearing that there is no instrument which authorizes such sale, nor is there any instrument which prohibits such sale;

It is, therefore, ORDERED ADJUDGED AND DECREED that the petitioner, Ila Still, as Executrix of the Estate of Joe E. Still, is entitled to the relief prayed for by her in her said petition; and

It is, therefore, ORDERED, ADJUDGED AND DECREED that the said petitioner, as Executrix of the Estate of Joe E. Still, and as Executrix of the Estate of Joe E. Still doing business as the J.E. Still Motor Company, be authorized and empowered to execute an appropriate Bill of Sale in the style and form as shown in "Exhibit A" of the petition filed in this cause; that

the said purchase price as shown in the Bill of Sale shall be set at FIFTY THOUSAND and No/100 ($50,000.00) DOLLARS and that the purchaser thereof, Still Motor Co., Inc., shall assume the indebtedness of the J.E. Still Motor Company. That said Bill of Sale shall convey to the purchaser all right, title and interest of the Estate of Joe E. Still in and to that certain business known as J.E. Still Motor Company, including, but not limited to, all motor vehicles of all types, kinds and description now owned by the J.E. Still Motor Company; all parts, equipment, accounts receivable, leasehold interests, filling station equipment, supplies, merchandise and goods in anywise appertaining to the J.E. Still Motor Company.

It is further ORDERED, ADJUDGED AND DECREED that jurisdiction of this cause is reserved for such other and further orders or decrees as may be necessary or proper in the premises.

Done at Bay Minette, Alabama, this the 30. day of March, 1959.

Hubert M Hall
JUDGE

ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY

DECREE SETTING DAY FOR HEARING PETITION TO OPERATE BUSINESS OF ESTATE

This cause coming on to be heard on this date is submitted for decree on the verified petition filed in this cause on this date by Ila Still, as Executrix of the Estate of Joe E. Still, Deceased; the waiver of notice of the petitioner; upon consideration of all of which it is, therefore, ORDERED, ADJUDGED AND DECREED by the Court as follows:

1. The said petition shall be and it is hereby set for hearing at the courthouse in Bay Minette, Alabama, at 9:15 a.m., on the 9th day of April, 1958.

2. It is further ordered that the testimony in this cause shall be taken orally in open court at the hearing to be heard on said date.

3. No other notice of the filing of the said petition or of the date set for hearing same is required to be given to any other person, firm or corporation.

ORDERED, ADJUDGED AND DECREED on this the8th day of April, 1958.

Hubert M Hall

Judge

4261 m

Decree Setting Date for Hearing

FILED
APR 8 1958
ALICE J. DUCK, Register

ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY

DECREE REMOVING ESTATE TO EQUITY COURT

This cause coming on to be heard on this date is submitted on the sworn petition of Ila Still, Executrix of said estate, which has been filed in Court on this date, from which it appears that she has been duly appointed as Executrix, and has so qualified, said estate now pending in the Probate Court of Baldwin County, Alabama; that because of the broader powers of this Court, this said estate can be better administered in this Court than in the Probate Court of Baldwin County, Alabama, upon consideration of all of which it is, therefore, ORDERED, ADJUDGED AND DECREED by the Court as follows:

1. That the administration of this said estate be and it is hereby removed from the Probate Court of Baldwin County, Alabama, to the Circuit Court of Baldwin County, Alabama, In Equity.

2. The Register of this Court shall forthwith deliver a copy of this decree to the Judge of Probate of Baldwin County, Alabama, who shall immediately transfer all papers and proceedings in connection with the administration of the said estate in the Probate Court to this Court.

ORDERED, ADJUDGED AND DECREED on this the 8 day of April, 1958.

Hubert M Hall
Judge

ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY NO._____.

DECREE AUTHORIZING EXECUTRIX TO OPERATE BUSINESS OF ESTATE

This cause coming on to be heard on this date is submitted for a decree on the petition filed in this cause by Ila Still, as Executrix of the said estate, on April 8, 1958; the decree of this Court dated April 8, 1958, setting this cause for hearing on April 9, 1958, and providing for testimony in open court; the testimony of the witnesses, Ila Still and H. D. Still taken in open court this date, upon the consideration of all of which, the court is of the opinion that the said petitioner is entitled to the relief prayed for by her in her said petition; whereupon, it is, therefore, ORDERED, ADJUDGED AND DECREED by the court as follows:

1. That the said J. E. Still Motor Company was operated by the deceased Joe E. Still at the time of his death; that said J. E. Still Motor Company is a going concern and is solvent; that the petitioner, Ila Still, is the sole devisee under the Last Will and Testament of the said Joe E. Still; that it is to the best interests of the estate of Joe E. Still and to the petitioner that the said J. E. Still Motor Company continue to operate as a business during the administration of said estate; that the petitioner has available, competent personnel with which to operate the said J. E. Still Motor Company; that the failure to operate the said J. E. Still Motor Company would result in damage to the assets of the estate; that the continued operation of the J. E. Still Motor Company, with its entire facilities, which includes, but is not limited to, a body and repair shop, filing station, used car lot and new car sales division, will materially benefit and conserve the assets of the estate.

2. There is no instrument which authorizes such continued operation, nor is there an instrument which prohibits such operation.

3. That the said petitioner, Ila Still, as Executrix of the Estate of Joe E. Still, is hereby authorized and empowered to continue the operation of the said J. E. Still Motor Company during the administration of said estate; that the said petitioner, in the due operation of the said J. E. Still Motor Company, is hereby authorized to exercise the following powers:

A. Buy, sell, trade or otherwise dispose of, in the usual and ordinary course of business, motor vehicles, both new and used, for cash or for terms under the appropriate contracts used in said business.

B. Hire and employ the necessary personnel to operate the J. E. Still Motor Company, on both salaried and commissioned basis.

C. To operate the repair and body shops of said establishment and all other facilities used in connection therewith.

D. To borrow from time to time such funds as may be necessary for the operation of said business, and to execute the necessary notes and other instruments normally required in the borrowing of money.

E. To discount commercial paper, with or without recourse.

F. To do all other things which in the opinion of the petitioner is necessary to preserve the estate of the said Joe E. Still by, in and through the continued operation of the J. E. Still Motor Company.

G. To retain and employ H. D. Still as manager of the said J. E. Still Motor Company with such authority as the petitioner shall, from time to time, delegate.

4. Jurisdiction of this cause is reserved for such other and further orders or decrees as may be or become necessary proper in the premises.

ORDERED, ADJUDGED AND DECREED on this the 9 day of April, 1958.

Hubert M Hall
Judge

ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY No. 4261

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, SITTING IN EQUITY:

Your petitioner, Ila Still, who is over the age of twenty-one years and a resident of Baldwin County, Alabama, respectfully represents unto the Court and your Honor as follows:

1. The said petitioner has heretofore been appointed, qualified and is now acting as Executrix of the Estate of Joe E. Still, deceased, the administration of which is now pending in this Court.

2. That under the said Last Will and Testament of the said Joe E. Still, deceased, your petitioner is the sole Devisee and Legatee of the deceased, being left the entire estate, whether real, personal or mixed, in fee simple.

3. That the said decedent, Joe E. Still, did, at the time of his death, own and operate an automobile business in Bay Minette, Baldwin County, Alabama, under the styling of J. E. Still Motor Company; that he also owned and operated a service station which was used in connection with the automobile business; that as such automobile dealer, the said Joe E. Still was the owner of, and licensed as, and franchised as a Ford dealer by the Ford Motor Company. That as such dealer, the said Joe E. Still owned, possessed, traded, sold and purchased cars, trucks and other motor vehicles, both new and used; that in connection with such dealership, the said decedent maintained an inventory of parts for the repair of motor vehicles, operated a repair and body shop and other service equipment, and owned automotive repair and service facilities. That the said decedent was also the owner of certain accounts receivable.

4. That under and by authority of this Honorable Court granted on the 9th day of April, 1958, your petitioner, as Executrix of the Estate of Joe E. Still has continued to

operate said automobile business and related facilities.

5. That as alleged before herein, the said Joe E. Still was a franchised Ford dealer, which said franchise expired at the date of the death of Joe E. Still; that in and by the terms of said franchise, your petitioner, as Executrix of the Estate of Joe E. Still was granted a franchise by the said Ford Motor Company to operate for a period of one year from the date of the death of Joe E. Still in order that the franchised dealership might be concluded without undue hardship or loss to the business; that the said franchise so extended will expire on April 1, 1959, and that the said Ford Motor Company will not extend the same. That upon cancellation of the franchise, your petitioner will be unable to operate profitably the automobile business, or the facilities owned in connection therewith. That as a result of the cancellation of said franchise, the accounts receivable will become of less value than they are at the present time. That the sale of the equipment, parts and other inventory will be difficult when the franchise expires.

6. Petitioner further alleges that an offer has been made to the petitioner, as Executrix of the Estate of Joe E. Still, and individually, to purchase the entire business for the sum of $50,000.00, and in addition thereto, to assume the indebtedness of the business. That said offer has been made by Still Motor Co., Inc. That a copy of the proposed Bill of Sale is attached to this petition, labeled Exhibit "A" and made a part of this petition as if the same had been specifically written herein. Petitioner alleges that the purchase price offered for said business is a fair and reasonable price, and that it is to the best interest of the Estate of Joe E. Still that said offer be accepted.

7. Petitioner further alleges that there is no instrument which authorizes such sale, nor is there any instrument which prohibits such sale.

WHEREFORE, your petitioner prays for the following separate and several relief:

(a) That this Honorable Court will take jurisdiction of this petition and appoint a day to hear the same.

(b) That upon hearing the same, that your Petitioner, as Executrix of the Estate of Joe E. Still, deceased, be authorized and empowered to execute a Bill of Sale, upon the terms and conditions shown in Exhibit "A", for the sale of said business known as the J. E. Still Motor Company to Still Motor Co., Inc. for the sum of $50,000.00 and the assumption by the purchaser of the indebtedness of the said J. E. Still Motor Company.

(c) Petitioner further prays that such other orders be made and decrees rendered as may be requisite and proper in the premises.

Ila Still
Petitioner

STATE OF ALABAMA

BALDWIN COUNTY

Before me, the undersigned authority, within and for said State and County, personally appeared Ila Still, who, being by me first duly sworn, deposes and says; That she has read over the foregoing petition and that the facts stated therein are true.

Ila Still
Ila Still

Sworn to and subscribed before me on this the 30 day of March, 1959.

J Cannon Owens Jr.
Notary Public-State at Large

I hereby accept service and waive notice of the filing of the above and foregoing petition, and consent and agree that it be set for hearing and be heard without further notice to me.

Dated this the 30 day of March, 1959.

Ila Still
Ila Still

STATE OF ALABAMA

BALDWIN COUNTY

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS: that Ila Still, individually, as Executrix of the Estate of Joe E. Still, and as Executrix of the Estate of Joe E. Still doing business as the J.E. Still Motor Company, hereinafter referred to as the Vendor, for and in consideration of the sum of FIFTY THOUSAND and No/100 ($50,000.00) DOLLARS, and other good and valuable consideration as set out hereinbelow, to her in hand paid by Still Motor Co., Inc., hereinafter referred to as the Purchaser, the receipt of which money is hereby acknowledged, does hereby GRANT, SELL, TRANSFER AND DELIVER to the said Purchaser, subject to the conditions hereinafter set forth, the following personal property, to-wit:

> The entire assets and business of the J.E. Still Motor Company as presently owned by Ila Still, individually, and as Executrix of the Estate of Joe E. Still, including, but not limited to, bank accounts, accounts receivable, leasehold interests, inventory of motor vehicles, parts, supplies, tools, equipment, office equipment, furniture, fixtures, and filling station equipment. A portion of the personal property hereby conveyed is shown in a certain inventory attached hereto, labeled Exhibit "A", consisting of _____ pages, each initialed by parties hereto, and incorporated herein by reference.

TO HAVE AND TO HOLD all and singularly the property described above herein to the said Purchaser, its successor or assigns, subject to the following conditions: The Purchaser herein does hereby agree and bind itself to assume and to pay at maturity the obligations of the Vendor incurred by her as Executrix of the Estate of Joe E. Still, doing business as the J.E. Still Motor Company, said obligations including, but not limited to, all accounts payable by the said J.E. Still Motor Company, The Vendor may, at her option, agree to an extension or renewal of any of the obligations and the duty of the Purchaser to pay the same at maturity,

Exhibit "A"

but such agreement on the part of the Vendor to extend the time of payment or to renew any obligation shall not operate as a waiver of the duty of the Purchaser to pay such obligations. The Purchaser agrees to hold harmless the Vendor from any failure to pay such obligations and debts and notes at maturity, or at the maturity of any extension or renewal thereof, and to indemnify the Vendor for any loss or expense that she might incur by reason of the failure of the Purchaser to pay the same.

IN WITNESS WHEREOF, Ila Still, individually, as Executrix of the Estate of Joe E. Still, and as Executrix of the Estate of Joe E. Still, doing business as the J. E. Still Motor Company, has hereunto set her hand and seal, and the Still Motor Co., Inc., has caused these presents to be executed by E. D. Still, as its president, and Walter H. Foster, as its Vice-President, in duplicate originals, this the_____day of _____, 1959.

_____(LS)
Individually, as Executrix of the Estate of Joe E. Still, and as Executrix of the Estate of Joe E. Still doing business as the J. E. Still Motor Company

STILL MOTOR CO., INC.

By_____
President

ATTEST:

_____
Vice-President

STATE OF ALABAMA
BALDWIN COUNTY

I,_____, a Notary Public in and for said State and County, do hereby certify that Ila Still, a widow, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day

Exhibit "A"

that being informed of the contents of such conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal, this the _____ day of _____, 1959.

_____
Notary Public

STATE OF ALABAMA
BALDWIN COUNTY

I, _____, a Notary Public in and for said County in said State, hereby certify that Ila Still, whose name as Executrix of the Estate of Joe E. Still, deceased, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she, in her capacity as such Executrix, executed the same voluntarily on the day the same bears date.

Given under my hand and seal, this the _____ day of _____, 1959.

_____
Notary Public

STATE OF ALABAMA
BALDWIN COUNTY

I, _____, a Notary Public in and for said county in said state, hereby certify that H.D. Still and Walter H. Foster, whose names as President and Vice-President, respectively, of Still Motor Co., Inc., a corporation, are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal, this the _____ day of _____, 1959.

_____
Notary Public

Exhibit "A"

ESTATE OF:	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA,
	)	IN EQUITY NO. 4261

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, SITTING IN EQUITY:

Your Petitioner, Ila R. Still, who is over the age of 21 years and a resident of Baldwin County, Alabama, respectfully represents unto the Court and Your Honor as follows:

1. The said Petitioner has heretofore been appointed, qualified and is now acting as Executrix of the Estate of Joe E. Still, deceased, the administration of which is now pending in this Court. That under said Last Will and Testament, your Petitioner is the sole devisee and legatee of the deceased, being left the entire Estate, whether real, personal or mixed, in fee simple.

2. That more than six (6) months has elapsed since the granting of Letters of Administration to your Petitioner, and that all debts and claims against said Estate have been paid in full. That said letters were issued to your Petitioner on April 8th, 1958.

3. That after said appointment on said date, your Petitioner has administered said Estate in accordance with the Will and that your Petitioner, as Executrix, has received, collected and turned over to herself individually all of the property of every kind and description bequeathed to her under said Will, and that all the said property has been handled in accordance with the terms of said Will.

The premises considered, your Petitioner prays that this be taken as and for her account for a Final Settlement of this, her said Executrixship, and this Administration and your Petitioner, as Executrix of said Estate, be henceforth discharged.

Ila R. Still

Sworn to and subscribed before me this the 29 day of March, 1960.

Thomas Owens Jr.
Notary Public

I, the undersigned, constitute the sole legatee under the Last Will and Testament of the said Joe E. Still, deceased, and being over the age of 21, do hereby acknowledge receipt in full of all the property devised to me under the Will of the said Joe E. Still, deceased, and hereby accept service of notice of filing of the Petition for Final Settlement and waive all other and further notices thereof by publication or otherwise, and enter my appearance in Court on the day for Final Settlement and agree and consent that an order be made and entered discharging the said Executrix of the said Estate from all, other, and further liabilities thereunder and I also waive the filing of any vouchers or accounts on this settlement on the 29 day of March, 1960.

Ila R. Still

STATE OF ALABAMA

BALDWIN COUNTY

I, J. Clement Owens, Jr., a Notary Public in and for said State and County, do hereby certify that Ila R. Still, whose name is signed to the foregoing waiver, and who is known to me, acknowledged before me on this day, that being informed of the contents of such conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal, this the 29 day of March, 1960.

J. Clement Owens, Jr.
Notary Public

ESTATE OF	)	IN THE CIRCUIT COURT OF
JOE E. STILL, DECEASED	)	BALDWIN COUNTY, ALABAMA
	)	IN EQUITY

PETITION TO OPERATE BUSINESS

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, SITTING IN EQUITY:

Your petitioner, Ila Still, who is over the age of twenty-one and a resident of Baldwin County, Alabama, respectfully represents unto the Court and your Honor as follows:

1. She has been heretofore appointed, qualified and is now acting as Executrix of this said estate, the administration of which is now pending in this Court.

2. That under the said Last Will and Testament of the said Joe E. Still, Deceased, your petitioner is the sole devisee and legatee of the deceased, being left the entire estate, whether real, personal or mixed, in fee simple.

3. The decedent, Joe E. Still, at the time of his death, operated J. E. Still Motor Company, as a licensed and franchised Ford Dealer. That as such dealer, the said Joe E. Still owned, possessed and traded and bought cars, trucks and other motor vehicles, both new and used. That in connection with said dealership, he maintained and operated a repair and body shop and other service facilities; that he owns equipment and other facilities used in connection with said dealership; that he maintained an inventory of parts for the repair of motor vehicles; that in the sale of motor vehicles, he discounted paper, with and without recourse to various financial institutions. That he created good will in the name of the J. E. Still Motor Company.

4. That the said Joe E. Still employed and hired necessary personnel to manage, operate and run the said J. E. Still Motor Company, said employees receiving both salaries and commissions, or salaries or commissions.

5. That the said J. E. Still Motor Company is a solvent and going business concern.

6. That said Joe E. Still, doing business as J. E. Still Motor Company, has certain indebtedness, both direct and contingent, and in order to continue to be a going and solvent business concern, must continue to operate.

7. That it is to the best interests of the estate of Joe E. Still and to your petitioner, the sole devisee, that the said J. E. Still Motor Company continue to function and operate in the same manner as it had prior to the death of the said Joe E. Still by selling and buying motor vehicles, the repair of the same, the operation of all facilities used in connection with said dealership, the hiring of employees, the sale and discount of all commercial paper, with and without recourse, and in all other manner and fashions as is generally customary in the operation of a licensed automobile agency.

8. There is no instrument which authorizes such continued operation, nor is there an instrument which prohibits such operation.

9. That it is to the best interest of the estate of Joe E. Still and to your petitioner that H. D. Still, an individual experienced in the operation of the business and manager thereof at the time of the death of the said Joe E. Still, continue as such manager with such authority as the petitioner herein may delegate to him.

WHEREFORE, petitioner prays for the following separate and several relief:

A. That this Court will take jurisdiction of this petition and appoint a day to hear the same.

B. That said petitioner, as executrix, be authorized and empowered to continue to operate the J. E. Still Motor Company as fully as the said decedent could do if living, and that she, as such executrix, be authorized to do the

following acts:

(a) Buy, sell, trade or otherwise dispose of, in the usual and ordinary course of business, motor vehicles, both new and used, for cash or for terms under contract.

(b) Hire and employ personnel to operate the J. E. Still Motor Company both on a salaried and commission basis.

(c) To operate the repair and body shops of said establishment and all other facilities used in connection therewith.

(d) To borrow from time to time such money as may be necessary for the operation of said business.

(e) To discount commercial paper, with or without recourse.

(f) To do all other things which in the opinion of the petitioner is necessary to preserve the estate of the said Joe E. Still in the continued operation of the J. E. Still Motor Company.

(g) To retain and employ H. D. Still as manager of said J. E. Still Motor Company with such authority as your petitioner shall, from time to time, delegate.

C. Petitioner further prays that such other orders be made and decrees rendered as may be requisite and proper in the premises.

Ila Still
Petitioner

STATE OF ALABAMA

BALDWIN COUNTY

Before me, the undersigned authority, within and for said State and County, personally appeared ILA STILL, who, being by me first duly sworn, deposes and says: That she has read over the foregoing petition and that the facts stated therein are true.

Ila Still

Sworn to and subscribed before me on this the 8 day of April, 1958.

J. Connor Owens Jr.
Notary Public-State at Large

I hereby accept service and waive notice of the filing of the above and foregoing petition, and consent and agree that it be set for hearing and be heard without further notice to me.

Dated this the 8th day of April, 1958.

Ila Still

ESTATE OF	)	IN THE CIRCUIT COURT OF
	)	
JOE E. STILL,	)	BALDWIN COUNTY, ALABAMA
DECEASED	)	
	)	IN EQUITY

PETITION TO REMOVE ESTATE TO EQUITY COURT.

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, SITTING IN EQUITY:

Your petitioner, Ila Still, who is over the age of twenty-one and a resident of Baldwin County, Alabama, respectfully represents unto the Court and your Honor as follows:

1. She has been heretofore appointed, qualified and is now acting as Executrix of this said estate.

2. Because of the broader powers of the Circuit Court of Baldwin County, Alabama, In Equity, this estate can be better executed and administered in this Court than in the Probate Court of Baldwin County, Alabama.

WHEREFORE, petitioner prays that a proper decree be rendered removing the administration of this said estate from the Probate Court of Baldwin County, Alabama, to the Circuit Court of Baldwin County, Alabama, in Equity. Petitioner further prays that such other orders be made and decrees rendered as may be requisite and proper in the premises.

Ila Still

Sworn to and subscribed before me
on this the 8 day of April, 1958.

Samuel Owens Jr.
Notary Public-State at Large

4261