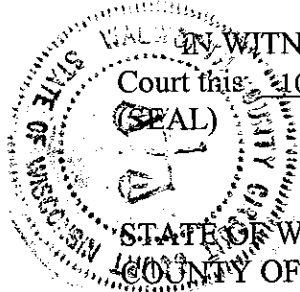


Authentication of Judicial Proceedings

STATE OF WISCONSIN
COUNTY OF WALWORTH

I, GLORIA NIEMETSCHKE, Register in Probate for the Circuit Court within and for the county and state aforesaid, and empowered by the Statutes to certify to copies of papers, records and judicial proceedings therein, do hereby certify that the annexed is a true, correct, perfect and complete copy of and has been compared by me with the original
Stipulation & Order for Admission of the Copy of the Will of Ralph W. Pounder and Last Will and Testament of Ralph W. Pounder attached thereto as Exhibit A. in
as appears from the original records and files of said court. Walworth County File No. 99PR209.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Circuit Court this 10th day of June, 2005 at the City of Elkhorn, in said County.

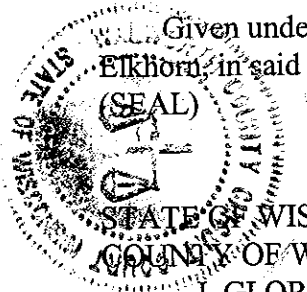


Gloria Niemetschke
Register in Probate of Circuit Court
Walworth County, Wisconsin

STATE OF WISCONSIN
COUNTY OF WALWORTH

I, Michael S. Gibbs, Circuit Judge of the Court assigned Probate jurisdiction, for the county and state aforesaid, do hereby certify that the above named GLORIA NIEMETSCHKE, by whom the foregoing attestation was made, was at the time of making the same, and is now, the statutory specially authorized Register in Probate of said court, as to all whose acts as such, full faith and credit should be given as well in the courts of this jurisdiction, as elsewhere; that the seal thereto attached is the seal of said Circuit Court, and which said attestation so made by her is in due form of law, and that she was entitled to make the same.

Given under my hand and seal, this 10th day of June, 2005 at the City of Elkhorn, in said County.

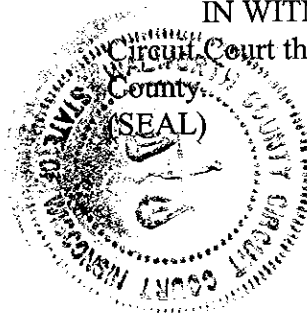


Michael S. Gibbs
Circuit Judge

STATE OF WISCONSIN
COUNTY OF WALWORTH

I, GLORIA NIEMETSCHKE, Register in Probate for the Circuit Court within and for the county and state aforesaid, do hereby certify that the above named Michael S. Gibbs, by whom the foregoing certificate was made, was at the time of making the same, and is now, the Circuit Judge of the Court assigned Probate Jurisdiction for said County, as to all whose acts as such, full faith and credit should be given as well in the courts of this jurisdiction as elsewhere; and which said certificate so made by him in due form of law and that he was entitled to make the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Circuit Court this 10th day of June, 2005 at the City of Elkhorn, in said County.



Gloria Niemetschke
Register in Probate of Circuit Court,
Walworth County, Wisconsin

4. Alex Pounder shall be permitted to remove his personal property which is primarily contained in boxes located in his former bedroom from Ralph W. Pounder's residence.

5. Jonathon Pounder shall be provided immediate possession of his 22 rifle and his 20 gauge shotgun.

6. Bridget Pounder Krupp will immediately receive possession of the china cabinet, dollhouse and child's desk.

7. The designation of the trustee of the trust described in Exhibit "A" shall remain open until such point in time that the Estate is closed. The parties will attempt to agree upon the name of the person to be designated as the trustee of the trust established by Exhibit "A". If the parties cannot agree on the designation of a trustee, the court will then decide who the trustee shall be. The parties further agree that under no circumstances shall Ralph Pounder's ex-wife, Julie Pounder, any of the Pounder children, Attorney Steven Wassel or Attorney David M. Reddy be appointed trustee of the trust for the children.

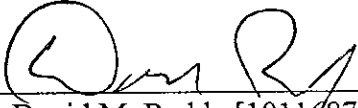
8. The Estate shall pay Attorney David Reddy's attorney fees bill for his representation of the Estate through the date that this Stipulation and Order is executed by the court. However, this Stipulation and Order is contingent upon John Pounder's attorneys receiving an itemized breakdown of the work that was conducted by Attorney Reddy's office. Attorney Reddy's attorney fees are subject to court approval. John Pounder reserves the right to challenge any items included on Attorney Reddy's bill that do not pertain to the representation of the Estate of Ralph Pounder only. The Estate shall not be responsible to pay for any attorney fees for the representation of any of the children. The children would bear the sole responsibility for those fees.

9. Bridget Pounder Krupp shall immediately provide John Pounder with a complete and detailed accounting. That accounting shall include a list of all creditors of the Estate, all bills and expenses that have been incurred and paid and income received by the Estate to date. In addition, Bridget Pounder Krupp shall immediately provide John Pounder with a complete itemized list of all property and/or documents removed by Ms. Pounder Krupp and/or the Estate from the Pounder Bros. corporate offices, the home/residence of Ralph W. Pounder, as well as an itemized list of each and every person to whom the original or copies of such property/documents were provided to.

10. Ralph Pounder's sealed ashes shall be immediately returned to John and Ralph Pounder's mother.

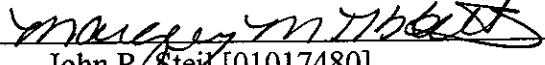
SWEET & REDDY, S.C.

Dated: 2/24/00

By: 
David M. Reddy [1011687]
Attorneys for the Estate and
Bridget Pounder Krupp. Personal
Representative of the Estate

BRENNAN, STEIL, BASTING
& MacDOUGALL, S.C.

Dated: 2/29/00

By: 
John R. Steil [01017480]
Margery Mebane Tibbetts [01012321]
Attorneys for John T. Pounder

ORDER

The Court having reviewed the above Stipulation of the parties, hereby adopts the same as the order of the Court. As of the date of this Order, Bridget Pounder Krupp is removed as the Personal Representative of the Estate and that the domiciliary letters issued to her are hereby revoked. As of the date of the signing of this Order, John T. Pounder is and shall be appointed the Personal Representative of the Estate of Ralph W. Pounder and domiciliary letters shall be issued to him as well. The Court further hereby finds that the original Last Will of the decedent, Ralph W. Pounder, dated April 26, 1998, has been lost, destroyed by accident or destroyed without the testator, Ralph W. Pounder's consent. The copy of said will dated April 26, 1998, which is attached to this Stipulation and Order as Exhibit "A" shall be admitted into probate as if it were the original. All other terms and conditions set forth in the Stipulation set forth above are hereby adopted by the Court as its order and its terms and conditions shall be complied with forthwith.

Dated this 1 day of Mar., 2000.

BY THE COURT:



John R. Race
Circuit Court Judge, Walworth County

FILED
WALWORTH COUNTY

MAR 01 2000

**GLORIA NIEMETSCHCK
REGISTER IN PROBATE**

Last Will and Testament of

FILED
WALWORTH COUNTY
MAR 01 2000

WILL ADMITTED TO PROBATE IN OPEN COURT

Date: 3/1/00

Gloria Niemetschek
REGISTER IN PROBATE

RALPH W. POUNDER

GLORIA NIEMETSCHKEK
REGISTER IN PROBATE

I, Ralph W. Pounder, of the Township of Darien, County of Walworth, State of Wisconsin, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils by me at any time and in any manner heretofore made.

FIRST. I will and direct the payment of all my just debts, funeral expenses, expenses of my last illness and of the administration of my estate.

SECOND. I direct that my brother, John Pounder, is to be in charge of my funeral, according to my wishes as I have made known to him.

THIRD. I will and direct that my brother, John T. Pounder, shall be sole manager of Pounder Brothers, Inc.

FOURTH. I then give, devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed, of whatever kind and nature and wherever situated, of which I shall die seized and possessed, and all other property over which I may have the power of disposition or appointment, including all interest I have in the Pounder Brothers, Inc., as follows:

A. One (1) share to my brother, John T. Pounder. In the event that he does not survive me for a period of seven (7) days, then this share shall lapse.

B. Two (2) shares to my Trustee hereinafter named, to be held in Trust, and to be administered as set forth on the following conditions.

a. My Trustee shall divide the Trust Estate into as many equal and separate trusts to as to provide one trust for each of the following children; Bridgett

/s/RALPH W. POUNDER

Will
admit
to
Probate
on 3-1-00

Pounder Krupp, Jonathan Pounder, Alexander Pounder and Michael Vail. The principal and income of each trust hereunder shall be paid, transferred and distributed as hereinafter provided.

b. My Trustee shall hold, manage, invest and reinvest each Trust Estate and collect the income and profits therefrom, and after paying all proper charges thereon, shall pay and apply such amount or amounts of income and principal (even to the extent of all), as my Trustee may deem reasonably appropriate for the health and education (including college, and vocational education) of the beneficiary. In determining the amount of distribution, my Trustee may disregard to such extent as he deems appropriate, other resources that said beneficiary may have or the duty of any other person to provide for said beneficiary; but my Trustee shall wholly disregard the interests of subsequent beneficiaries.

c. When the beneficiary of the Trust has attained the age of twenty-five (25) years, he or she shall have the right to withdraw outright, or from time to time, up to one-fourth (1/4) in value of the Trust Fund; and when the beneficiary of the Trust has attained the age of thirty (30) years he or she shall have the right to withdraw outright, or from time to time up to one-third (1/3) of the remaining Trust Fund; and when the beneficiary of the Trust has attained the age of thirty-five (35) years, he or she shall have the right to withdraw outright, or from time to time, up to one-half (1/2) in value of the Trust Fund; and when the beneficiary of the Trust has attained the age of forty (40) years, said right of withdrawal shall extend to the balance remaining in the Trust Fund.

d. If the beneficiary of the Trust shall have attained the ages specified above at the time of the establishment of the Trusts, then my Trustee shall distribute to such beneficiary, upon a written request, that amount which said beneficiary would have been entitled to withdraw if and when attaining such age or ages thereafter.

e. The right of withdrawal shall apply to like fraction of any additions that may be made to the Trust. The value of any addition shall be determined by my Trustee as of the time the right of withdrawal occurs, and the judgment of my Trustee shall be conclusive. My Trustee shall make payment without question upon the written request of the beneficiary of the Trust and this right of withdrawal shall be a privilege to be exercised voluntarily by the beneficiary and shall not

FILED

WALSH COUNTY

MAR 01 2000

GLORIA NIEMETSCHKE
REGISTER IN PROBATE

/s/RALPH W. POUNDER

be interpreted to include any involuntary exercise of such right.

f. If the beneficiary of the Trust should die before the time set for distribution of his or her share, the principal of the Trust, together with all increases and additions thereto, shall be conveyed, transferred, and distributed to his or her descendants in equal shares, per stirpes, in default to the other trusts or directly to the beneficiary if the other trusts had made final distribution; and in further default, to my brother, John T. Pounder.

g. In the event that any adult beneficiary, or the guardian of any minor or incompetent beneficiary, believe that the amount distributed to such beneficiary by my Trustee is inappropriate for his or her needs when considered in connection with the financial condition of the Trust and the needs and circumstances of such beneficiary and any other beneficiaries of the trust, I direct that said adult beneficiary or said guardian may, at any time, petition the Court having jurisdiction over the Trust for a determination of what amount is appropriate to be paid to said beneficiary out of the income under the terms of the Trust. My Trustee shall, in no event, be held liable on account of the distributions that she has made to such beneficiary or guardian from income prior to a determination of any amount by the court.

FIFTH. A. I hereby nominate, constitute and appoint my brother, John T. Pounder, as personal representative of my estate.

B. I hereby nominate, constitute and appoint my brother, John T. Pounder, as Trustee of the Trusts created in this, my Last Will and Testament.

C. Except as otherwise herein provided, if my personal representative or Trustee should decline to act or should resign, die or be removed, then the majority of the adult beneficiaries and the guardians of those who are minors or under disability, shall have the power and authority to appoint a new personal representative or Trustee by an instrument in writing executed and acknowledged by them and filed in the Court where my Will is being probated. Any such successor personal representative or Trustee shall be clothed with all of the duties, rights and powers, discretionary or otherwise, of the original personal representative or Trustee.

D. No fiduciary above named, nor any

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WALTON COUNTY

MAR 01 2000

CECILIA NEMETSCHKE
REGISTER IN PROBATE

/s/RALPH W. POUNDER

successor fiduciary, shall be required to give bond or other security.

SIXTH. A. I authorize and empower my personal representative and my Trustee, without authorization or approval of any court, to do everything that they deem advisable, even though it would not be authorized or appropriate for fiduciaries (but for this power) under any statute or rule of law, including in this grant, without impairing its plenary nature, power to: acquire by purchase or otherwise, and retain temporarily or permanently, all kinds of realty and personalty, even common stocks and unsecured obligations, without diversification as to kinds and amounts, sell, mortgage, lease or otherwise dispose of any such property; make sales publicly or privately, wholly or partly on credit; delegate discretionary powers to agents, remunerate them and pay their expenses; distribute in kind or in money, or partly in kind and partly in money, even if shares be composed differently; pay all taxes, assessments and all other legal charges upon the property in the estate or the Trust, as they shall determine is advisable for the best interest of the estate of the Trust; borrow money from any person, firm or corporation including the fiduciary himself; purchase any assets from my estate, whether realty or personalty, at its fair market value; and carry any of the assets of the estate or the Trust in bearer form or in the name of my personal representative or my Trustee, with or without disclosure of the estate or the Trust, or in the name of a nominee. All powers granted by this Will shall be exercisable by my personal representative or my trustee for the time being acting, including any substitute or successor, and shall remain exercisable after the termination of the Trust until final distribution.

B. My personal representative or my Trustee may pay the funeral expenses and the expenses of the last illness of any beneficiary hereunder, if it is deemed necessary or advisable to do so.

C. The rights of the beneficiaries under the Trust herein created shall accrue from the date of my death, and until the Trust is established I authorize and empower my personal representative in his sole and absolute discretion, from time to time and at any time, to pay to the beneficiaries of the Trust such sum or sums as in his judgment are not in excess of the amount such beneficiary probably would have been entitled to receive from the Trust had the same been established.

D. I hereby authorize and direct

/s/RALPH W. POUNDER

FILED
WALWORTH COUNTY
MAR 01 2000
GLORIA NIEMETSCHCK
REGISTER IN PROBATE

that my personal representative and Trustee shall have the right and power to hold and retain, and to continue to hold and retain, without liability for any loss that may result thereby, any and all property, whether realty or personalty, that I may own at the time of my death, although not of a character authorized for investments by fiduciaries, nor constituting a diversification considered improper under the laws of the State of Wisconsin.

SEVENTH. A. I hereby direct that the word "descendants" as used in this, my Last Will and Testament, shall include not only such persons who are related by blood, but shall also include those who have been adopted according to law.

B. Any term herein used respecting the masculine gender shall unless otherwise limited include the feminine and vice-versa; and the singular term shall include the plural and vice-versa.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this, my Last Will and Testament, consisting of five (5) pages, and for the purpose of identification, have signed my name on each page on this 26TH day of APRIL, A.D., 1998.

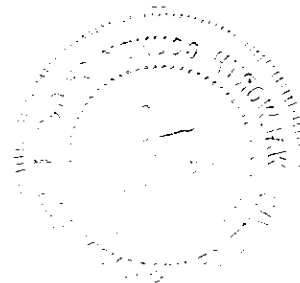
/s/RALPH W. POUNDER (SEAL)

We hereby certify that the foregoing instrument was, on the date hereof, signed, sealed, published and declared by Ralph W. Pounder as and for his Last Will and Testament in our presence, who, at his request, in his presence, and in the presence of each of us, have subscribed our names hereto as witnesses of the execution thereof, believing the said Ralph W. Pounder at the time of so signing to be of sound mind and memory, and under no constraint.

/s/DANIEL W. RANSOM, 605 - S. 7TH ST., DELAVAN, WISCONSIN, 53115

/s/STEVEN E. BROWN, 1815 GENEVA ST., RACINE, WISCONSIN, 53402

FILED
WALLACE COUNTY
MAR 01 2000
GLORIA NIEMETSCHKE
REGISTER IN PROBATE



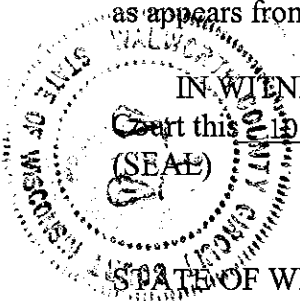
STATE OF WISCONSIN
COUNTY OF WALWORTH

I, GLORIA NIEMETSCHKE, Register in Probate for the Circuit Court within and for the county and state aforesaid, and empowered by the Statutes to certify to copies of papers, records and judicial proceedings therein, do hereby certify that the annexed is a true, correct, perfect and complete copy of and has been compared by me with the original

Order for Administration in Walworth County File No. 99PR209

as appears from the original records and files of said court.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Circuit Court this 10th day of June, 2005, at the City of Elkhorn, in said County.

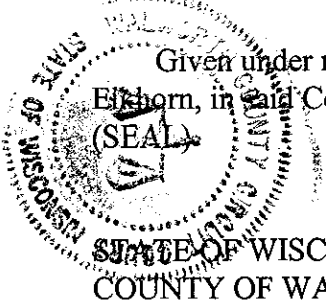


Gloria Niemetschke
Register in Probate of Circuit Court
Walworth County, Wisconsin

STATE OF WISCONSIN
COUNTY OF WALWORTH

I, Michael S. Gibbs, Circuit Judge of the Court assigned Probate jurisdiction, for the county and state aforesaid, do hereby certify that the above named GLORIA NIEMETSCHKE, by whom the foregoing attestation was made, was at the time of making the same, and is now, the statutory specially authorized Register in Probate of said court, as to all whose acts as such, full faith and credit should be given as well in the courts of this jurisdiction, as elsewhere; that the seal thereto attached is the seal of said Circuit Court, and which said attestation so made by her is in due form of law, and that she was entitled to make the same.

Given under my hand and seal, this 10th day of June, 2005 at the City of Elkhorn, in said County.

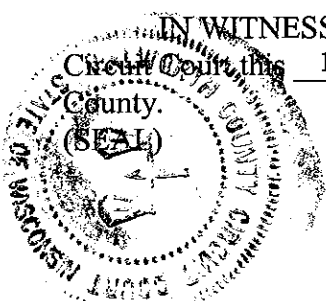


Michael S. Gibbs
Circuit Judge

STATE OF WISCONSIN
COUNTY OF WALWORTH

I, GLORIA NIEMETSCHKE, Register in Probate for the Circuit Court within and for the county and state aforesaid, do hereby certify that the above named Michael S. Gibbs, by whom the foregoing certificate was made, was at the time of making the same, and is now, the Circuit Judge of the Court assigned Probate Jurisdiction for said County, as to all whose acts as such, full faith and credit should be given as well in the courts of this jurisdiction as elsewhere; and which said certificate so made by him in due form of law and that he was entitled to make the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Circuit Court this 10th day of June, 2005 at the City of Elkhorn, in said County.



Gloria Niemetschke
Register in Probate of Circuit Court,
Walworth County, Wisconsin

IN THE MATTER OF THE ESTATE OF)
)
 RALPH W. POUNDER)

**ORDER FOR
 ADMINISTRATION**

File No. 99 PR 209

A petition has been filed for the administration of the estate of the above named person.

THE COURT FINDS THAT:

- The petition came on by virtue of a Stipulation and Order for Admission of the Copy of the Will of Ralph W. Pounder dated March 1, 2000.
- The above named person died on July 16, 1999, domiciled in this county, leaving:
 - no will.
 - a will, dated April 26, 1998;
 - a codicil(s), dated *;
 - a marital property agreement dated *.
 - The original last will of the decedent dated April 26, 1998, had been lost, destroyed by accident, or destroyed without the testator's consent and the copy of the will labeled Exhibit A has been admitted into probate as if it were the original last will.
 - One of the witnesses testified that the will including codicil(s), if any, was properly executed under s. 853.03 or 853.05. Wis. Stats.

There has has not been a marriage or divorce since the date of execution of the will.

IT IS ORDERED THAT:

- The petition for administration is granted and the copy of the last will dated April 26, 1998 is admitted.
- Domiciliary Letters be issued to: John T. Pounder.
 - bond in the sum of \$* is required.
 - no bond is required.
- Letters of trust shall be issued to:
 - bond in the sum of \$* is required.
 - no bond is required.

BY THE COURT:

Gloria Niemetscheck

Gloria Niemetscheck, Register in Probate

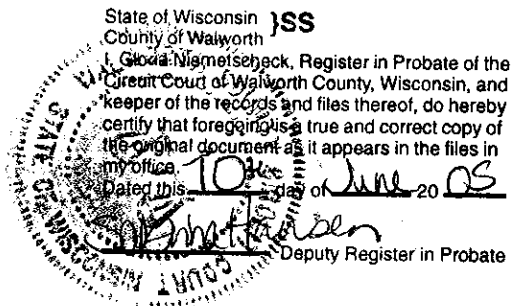
March 8, 2000
 Date

FILED

WALWORTH COUNTY

MAR 08 2000

**GLORIA NIEMETSHECK
 REGISTER IN PROBATE**



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