

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

14 SEP 17 12:47

ESTATE OF ROBERT D. ARMSTRONG,

SX-14-PB-71

Deceased

LETTERS OF ADMINISTRATION C.T.A.

To all Persons to whom these presents shall come, GREETINGS:

Whereas ROBERT D. ARMSTRONG, of Christiansted, St. Croix, U.S. Virgin Islands, died testate on or about May 21, 2005;

The will of ROBERT D. ARMSTRONG, deceased, has been duly proven in this Court, and PATRICIA L. ARMSTRONG has been duly appointed Administratrix of the Estate of ROBERT D. ARMSTRONG;

This, therefore, authorizes PATRICIA L. ARMSTRONG, to administer the Estate of ROBERT D. ARMSTRONG, deceased, according to law.

IT IS FURTHER ORDERED that bond is hereby waived in this matter.

Magistrate of the Superior Court

ATTEST:

ESTRELLA H. GEORGE
Acting Clerk of the Court

By: _____
Deputy Clerk

Dated: _____, 2014.

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

14 SEP 17 12:45

IN THE MATTER OF THE ESTATE OF
ROBERT D. ARMSTRONG,

Case No. SX-14-PB-71

Deceased.

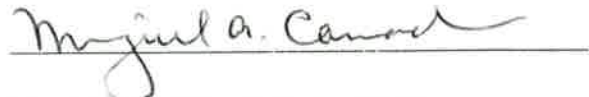
CITATION

To: Elizabeth Anne Armstrong
Buccaneer Hotel
5007 Shoys
Christiansted, VI

Greetings:

If you have any cause to show why the Petition to Admit Will of Deceased to Probate should not be granted or why Letters of Administration C.T.A. should not be issued to PATRICIA L. ARMSTRONG to act as Administratrix of THE ESTATE OF ROBERT D. ARMSTRONG, you will appear and make such cause known before the Superior Court of the Virgin Islands at Kingshill, St. Croix, at 10:00 am on the 28 day of November, 2014.

Witness my hand, this 6 day of October, 2014.



Magistrate of the Superior Court

ATTEST:


ESTRELLA H. GEORGE
Acting Clerk of the Court

By: 
PROBATE SUPERVISOR

Dated: 10/6/14

CERTIFIED TO BE A TRUE COPY
This 6th day of October, 2014.

ESTRELLA H. GEORGE
ACTING CLERK OF THE COURT

BY: 
Frances M. Harvey
Probate Supervisor

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

IN THE MATTER OF
THE ESTATE OF
ROBERT D. ARMSTRONG,

Deceased

CASE NO. SX-14-PB-71

WAIVER AND CONSENT

I, the undersigned, being one of the adult heirs at law and next of kin of Robert D. Armstrong, Deceased, having read and being fully acquainted with the contents of the petition of Patricia L. Armstrong for the probate of the estate of the deceased and for other purposes, do hereby waive citation or publication of advertisement insofar as I am concerned; do hereby consent and request that Patricia L. Armstrong be appointed administratrix of the estate of Robert D. Armstrong, Deceased; and that the Court act upon and grant all the prayers of said petition without further notice to me.

This Waiver and Consent has been executed as of _____, 2014.

Witness

Elizabeth Anne Armstrong

Witness

SUBSCRIBED AND SWORN TO
before me on _____, 2014.

Notary Public
My Commission Expires:

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

ESTATE OF ROBERT D. ARMSTRONG,

Deceased

SX-14-PB-71

14 SEP 17 12:47

OATH OF ADMINISTRATRIX

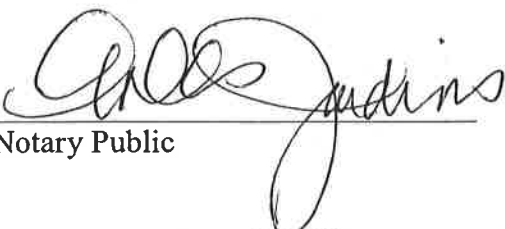
Patricia L. Armstrong, Administratrix of the Estate of Robert D. Armstrong hereby affirms that she will fully perform any and all obligations as Administratrix of the Estate of Robert D. Armstrong, deceased, according to the law and to the best of her ability.

Dated: Sept-16, 2014

Respectfully Submitted,


Patricia L. Armstrong

Subscribed and sworn to before me
on Sept-16, 2014.


Notary Public

EILEEN DES JARDINS
Notary Public #NP-114-11
My Commission Expires: 12/14/15
St. Croix, U.S. Virgin Islands

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

ESTATE OF ROBERT D. ARMSTRONG,

Deceased

SX-14-PB-71

14 SEP 17 11:47

ORDER FOR PROBATE

Upon consideration of the Petition of Patricia L. Armstrong filed herein the _____ day of _____ 2014, and it appearing to the satisfaction of the Court that Robert D. Armstrong died testate in Asheville, North Carolina on May 21, 2005, while residing in St. Croix, U.S. Virgin Islands and that all of the heirs at law and next of kin of the deceased have been served with process or have consented to the probate of the Will, none of them being infants, and the Last Will and Testament of Robert D. Armstrong, deceased, dated May 16, 2005, having been duly proved, and no objection to the probate of said Will having been filed, it is by the Court this ____ day of _____, 2014

ORDERED that said Will be and the same is hereby admitted to probate and recorded as the Last Will and Testament of Robert D. Armstrong, deceased, valid to pass real and personal property, and that Letters of Administration C.T.A. be issued thereon to Patricia L. Armstrong, who may serve without bond condition for the faithful performance of trust.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and cause the Seal.

Magistrate of the Superior Court

ATTEST:

ESTRELLA H. GEORGE
Acting Clerk of the Court

By: _____
Deputy Clerk

Dated: _____, 2014.

ESTATE OF ROBERT D. ARMSTRONG,

SX-14-PB- 71

Deceased

**PETITION TO ADMIT WILL OF DECEASED TO PROBATE
AND FOR
ISSUANCE OF LETTERS OF ADMINISTRATION C.T.A.**

Patricia L. Armstrong hereby petitions this court for the admission of the will of the Decedent to probate and for the issuance of letters of administration c.t.a., and in support thereof says:

1. Petitioner is the surviving spouse of the Decedent, Robert D. Armstrong. Petitioner is a resident of and is domiciled in St. Croix, U.S. Virgin Islands, and is a United States citizen.

2. Petitioner is over the age of twenty-one (21) years, is of sound mind, is not an officer of the Superior Court, and has not been convicted of any felony or of a misdemeanor involving moral turpitude. Petitioner consents to act as Administratrix.

3. Robert D. Armstrong, the Decedent, died testate on May 21, 2005, in Asheville, North Carolina, while domiciled in St. Croix, U.S. Virgin Islands and leaving assets therein. A certified copy of the Decedent's death certificate is attached hereto as Exhibit A.

4. The Decedent's Last Will and Testament nominates Douglas Armstrong, Robert W. Armstrong and Elizabeth Anne Armstrong as the Decedent's Personal Representative. If Douglas Armstrong, Robert W. Armstrong and Elizabeth Anne

Armstrong fail to act as Personal Representative, the person or persons serving as Trustee of the Robert D. Armstrong Living Trust dated May 16, 2005, is to serve as Personal Representative. All of the nominated persons have failed to act as Personal Representative.

5. Pursuant to V.I.C. Title 15, §234, letters of administration with the will annexed shall be issued to the person to whom the administration would have been granted if there had been no will.

6. Pursuant to V.I.C. Title 15, §237, the wife of the Decedent shall have priority in the administration of the estate of her husband.

7. As nearly as the Petitioner can estimate at this time, the assets comprising Decedent's estate and the aggregate value of these assets at the time of his death is estimated to be as follows:

Real Property	Value
Plot No. 59 and Plot No. 60 Estate Mt. Pleasant, East End "A" Quarter, St. Croix, U.S. Virgin Islands	\$568,000.00
Plot No. 3A and Remainder of Estate Boetzberg, East End "A" Quarter, St. Croix, U.S. Virgin Islands	260,000.00
Plot No. 77 Estate Boetzberg, East End "A" Quarter, St. Croix, U.S. Virgin Islands	239,500.00
Rem. Plot No. 233 Estate Glynn, King Quarter, St. Croix, U.S. Virgin Islands	112,000.00
Rem. Matricular No. 7 and No. 232-I Estate Glynn, St. Croix, U.S. Virgin Islands	107,000.00
Plot No. 21 Estate Beeston Hill, Company Quarter, St. Croix, U.S. Virgin Islands	80,000.00
Plot No. 6b, Plot No. 7A, Plot No. 6C, Plot No. 13B and Plot No. 35B Bullows Minde; No. 1 and No. 12 Remainder Hafensight, St. Croix, U.S. Virgin Islands	7,000,000.00
Plot No. 6, Plot No. 7, Plot No. 8 and Plot No. 9 Estate Golden Rock, St. Croix, U.S. Virgin Islands	1,938,000.00
Total Real Property:	\$10,304,500.00
Personal Property	
Escrow Deposit, Rem. 17 & 17D, 17C and 17A Constitutional Hill, St. Croix, U.S. Virgin Islands	\$12,500.00

Merrill Lynch Acct. No. 140-16672	4,486,911.00
Merrill Lynch Acct. No. 140-20875	4,753,446.00
Bank of St. Croix Acct. No. 020000100	1,939,088.00
Bank of St. Croix Acct. No. 30000120	238,900.00
Advance Receivable-Douglas Armstrong	250,070.00
Note Receivable-Robert Armstrong	393,503.00
Note Receivable-Samuel's Hope Management, LLC	139,207.00
Note Receivable-Gallows Bay Hardware, Inc.	17,091.00
Note Receivable-Kasey Properties, Inc.	585,268.00
Receivable-Interest and Dividend Payable- Haywood Street Redevelopment Corp.	746,629.00
Note Receivable-Quality Electric Supply, Inc.	169,843.00
Note Receivable-River Development Associates, Inc.	3,113,750.00
Note Receivable-Triumpho Electrical Contracting, Inc.	161,506.00
Note Receivable-Centerline Car Rentals, Inc.	686,548.00
Bank of St. Croix-Stock	19,177,617.00
Caribbean Supply Company, Inc.-Stock	36,300.00
Christiansted Port Terminal, Inc.-Stock	41,888,000.00
Companion, Inc.-Stock	3,521,791.00
Gallows Bay Hardware, Inc.-Stock	3,297,000.00
Haywood Street Redevelopment Corporation-Stock	14,928,527.00
Kasey Properties, Inc.-Stock	1,103,000.00
Preferred Rentals, Inc.-Stock	5,000,000.00
Quality Electric Supply, Inc.-Stock	263,556.00
River Development Associates, Inc.-Stock	13,899,539.00
The Buccaneer, Inc.-Stock	59,000,000.00
Triumpho Electrical Contracting, Inc.-Stock	144.00
Virgin Islands Asphalt Products Corp.-Stock	3,000,000.00
Total Personal Property	\$182,809,734.00
Total	\$193,114,234.00

A complete inventory of these assets will be filed and an appraisal made to the extent required by law.

8. At this time, it is not possible for Petitioner to estimate the amount of the Decedent's debts.

9. The names and addresses of the heirs and next of kin of the Decedent who would be entitled to share in his estate if he had left no will, the relationship of each such person to the Decedent, are as follows:

Name	Relationship to Decedent	Share of Intestate Estate
Patricia L. Armstrong P.O. Box 25200 Christiansted, VI 00824	Spouse	One-Third (1/3)
Douglas Armstrong 126 Estate Catherine's Hope Christiansted, VI	Adult Son	Two-Ninths (2/9)
Robert W. Armstrong P.O. Box 26230 Christiansted, VI 00820	Adult Son	Two-Ninths (2/9)
Elizabeth Anne Armstrong Buccaneer Hotel 5007 Shoys Christiansted, VI	Adult Daughter	Two-Ninths (2/9)

10. The Decedent left a will which Petitioner alleges to be the last will and testament of Decedent. A copy of such will is attached to this Petition as Exhibit B.

11. None of the heirs and next of kin of the Decedent have executed waivers consenting to the admission of Decedent's will to probate.

12. The will is signed in writing by the Decedent. At the time the will was executed, the Decedent was over the age of eighteen years and was of sound and disposing mind, and not acting under duress, menace, fraud or undue influence. The Decedent was in every respect competent, by last will, to dispose of all of his estate.

13. The execution of the will was attested by two subscribing witnesses, at the request of the Decedent. Such witnesses subscribed their names to such will in the presence of Decedent and in the presence of each other. Petitioner alleges that such witnesses, at the time of attesting the execution of the will, were and are now competent.

Their subscription was made under oath as evidenced by the acknowledgment before a Notary Public of the State of North Carolina attached to the will.

14. The Decedent's will leaves all his assets to the Trustee of the Robert D. Armstrong Living Trust dated May 16, 2005.

15. On May 16, 2005, five days prior to his death, the Decedent established two inter vivos revocable trusts and transferred all of his assets to the two trusts.

16. The surviving spouse's beneficial interest under the trusts was substantially less than the spousal elective share of one-third (1/3) of the Decedent's assets.

17. The Decedent's transfer of assets effectively bypassed his spouse's right to take her spousal elective share of the estate as in intestacy, as provided in V.I.C. Title 15, §10(a).

18. The estate of a decedent shall include assets held in an inter vivos trust created by the deceased spouse as to which the deceased spouse alone retained the power during his or her lifetime to direct the disposition of those trust assets for his or her benefit, as, for example, by the exercise of a power of appointment or by revocation of the trust.

19. Pursuant to V.I.C. Title 15, §10(g), an election by the surviving spouse regarding spousal share shall be made within six months from the date of the issuance of letters testamentary or, if letters testamentary have not been issued, from the date of the issuance of letters of administration with the will annexed.

20. The limitations in V.I.C. Title 15, §10(g), regulating the time within which a spousal election shall be made, are exclusive and no provision of law suspending or affecting the operation of rules of limitation shall be applicable to the time of making an election.

21. Upon the issuance of the letters of administration with the will annexed, the Decedent's surviving spouse will be able to exercise her right to election to take her intestate one-third (1/3) share of the Decedent's estate.

WHEREFORE, Petitioner requests that:

1. The will of Robert D. Armstrong be admitted to probate;
2. Letters of Administration C.T.A. be issued to Patricia L. Armstrong;
3. All necessary citations be issued to the heirs-at-law who have not consented to the Petition;
4. The fixing of bond be waived; and
5. All other necessary and proper orders be made with respect to the probate of the will of Robert D. Armstrong and of the granting to the Petitioner of Letters of Administration C.T.A.

Dated: September 16, 2014

Respectfully Submitted,



Robert A. Waldman, Esq.
The Hamm Law Firm
Attorneys for Petitioner
5030 Anchor Way, Suite 5
Christiansted, VI 00820-4692
Phone: 340-773-6955
Fax: 340-773-3092

VERIFICATION

The undersigned Petitioner, being duly sworn, hereby affirms that the information contained in the foregoing Petition is true and correct to the best of her knowledge, information and belief.

Date: *Sept. 16, 2014*



Patricia L. Armstrong

Subscribed and sworn to before me
on *Sept. 16*, 2014. .



Notary Public

EILEEN DES JARDINS
Notary Public #NP-114-11
My Commission Expires: 12/14/15
St. Croix, U.S. Virgin Islands

EXHIBIT A

JUN 08 2005

NORTH CAROLINA DEPARTMENT OF HEALTH AND HUMAN SERVICES
N.C. VITAL RECORDS

CERTIFICATE OF DEATH

05 029429

Registration District No. 011-95 Local No.

DECEDENT'S NAME (First, Middle, Last) 1. Robert Douglas Armstrong		SEX 2. M	DATE OF DEATH (Month, Day, Year) 3. May 21, 2005
SOCIAL SECURITY NUMBER 4. 580-01-9487	AGE—Last Birthday (Years) 5. 69	UNDER 1 YEAR Months Days 5b.	UNDER 1 DAY Hours Minutes 5c.
WAS DECEDENT EVER IN U.S. ARMED FORCES? (Yes or No) 8. No		9a. PLACE OF DEATH (Check only one) HOSPITAL: <input checked="" type="checkbox"/> Inpatient <input type="checkbox"/> ER/Outpatient <input type="checkbox"/> DOA OTHER: <input type="checkbox"/> Nursing Home <input type="checkbox"/> Residence <input type="checkbox"/> Other (Specify)	
FACILITY NAME (If not institution, give street and number) 9b. St. Joseph Campus		CITY, TOWN, OR LOCATION OF DEATH 9c. Asheville	INSIDE CITY LIMITS? (Yes or No) 9d. Yes
MARITAL STATUS—Married, Never Married, Widowed, Divorced (Specify) 10. Married		SURVIVING SPOUSE (If wife, give maiden name) 11. Patricia Mae Layland	DECEDENT'S USUAL OCCUPATION (Give kind of work done during most of life. Do not use retired.) 12. OWNER
RESIDENCE—STATE 13a. VI	COUNTY 13b. Saint Croix	CITY, TOWN, OR LOCATION 13c. Christiansted	STREET AND NUMBER 13d. Bulowsminde Estate
INSIDE CITY LIMITS? (Yes or No) 13e. Yes	ZIP CODE 13f. 00824	Was Decedent of Hispanic Origin? (Specify Yes or No—If yes, specify Cuban, Mexican, Puerto Rican, etc.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Specify)	RACE—American Indian, Black, White, Etc. (Specify) 15. White
FATHER'S NAME (First, Middle, Last) 17. Douglas Skeoch Armstrong		MOTHER'S NAME (First, Middle, Maiden Surname) 18. Rachel Edith Holst	DECEDENT'S EDUCATION (Specify only highest grade completed) Elementary/Secondary (0-12) College (13-17+) 16. 16
INFORMANT'S NAME (Type/Print) Patricia Layland Armstrong		MAILING ADDRESS (Street and Number or Rural Route Number, City or Town, State, Zip Code) 19b. Gallows Bay, VI 00824-	DATE AMENDED 19c.
Part I. Enter the diseases, injuries, or complications that caused the death. Do not enter the mode of dying, such as cardiac or respiratory arrest, stroke or heart failure. If appropriate, enter tobacco, alcohol, or drug use. List only one cause on each line. (PRINT or TYPE)			19c. Approximate Interval Between Onset and Death
IMMEDIATE CAUSE (Final disease or condition resulting in death) a. Acute Myeloblastic leukemia DUE TO (OR AS A CONSEQUENCE OF):			
b. _____ DUE TO (OR AS A CONSEQUENCE OF):			
c. _____ DUE TO (OR AS A CONSEQUENCE OF):			
Part II. Other significant conditions contributing to death but not resulting in the underlying cause given in Part I, such as tobacco, alcohol, or drug use, diabetes, etc.			
20b.			
AUTOPSY? (Yes or No) 21a. No	If yes, were findings considered in determining cause of death? 21b.	Was case referred to Medical Examiner? (Yes or No) 21c. No	TIME OF DEATH 22.7 : 55 PM.
NOTICE: STATE LAW REQUIRES THAT ALL DEATHS DUE TO TRAUMA, ACCIDENT, HOMICIDE, SUICIDE, OR UNDER SUSPICIOUS, UNUSUAL, OR UNNATURAL CIRCUMSTANCES BE REPORTED TO, AND CERTIFIED BY A MEDICAL EXAMINER ON A MEDICAL EXAMINER'S CERTIFICATE OF DEATH. ANY DEATH FALLING INTO THESE CATEGORIES IS WITHIN THE MEDICAL EXAMINER'S JURISDICTION REGARDLESS OF THE LENGTH OF SURVIVAL FOLLOWING THE UNDERLYING INJURY.			
SIGNATURE AND TITLE OF CERTIFIER 23a. <i>Alan Baumgarten MD</i>			DATE SIGNED (Month, Day, Year) 23b. 5/23/05
NAME AND ADDRESS OF PERSON WHO COMPLETED CAUSE OF DEATH (ITEM 20) (Type or Print) 24. Dr Alan Baumgarten MD 206 Asheland Avenue, Asheville, NC 28801			
METHOD OF DISPOSITION <input checked="" type="checkbox"/> Burial <input type="checkbox"/> Cremation <input type="checkbox"/> Removal <input type="checkbox"/> Donation <input type="checkbox"/> Other		PLACE OF DISPOSITION (Name of cemetery, crematory, or other place) 25b. Bulowsminde Estate	LOCATION—City or Town, State, Zip Code 25c. Christiansted, VI 00824-
NAME AND ADDRESS OF FUNERAL HOME 26a. Morris Funeral Home 304 Merrimon Avenue Asheville, NC 28814-		NAME OF FUNERAL DIRECTOR 26b. Duane D. Alexander	LICENSE NUMBER 26c. FD-3594
REGISTRAR'S SIGNATURE <i>Henry C. ...</i>		DATE FILED (Month, Day, Year) 28. 05-23-2005	NAME OF EMBALMER 28d. Larry McIntosh
			LICENSE NUMBER 28e. FSL-2571

**I certify that the photocopy on the reverse side is a true copy
of the original record filed in the vault of North Carolina
Vital Records, N.C. Department of Health and Human Services.**

State File Number 2005000029425 294928

Date Issued 9-10-2014

Catherine C. Ryan

**Catherine C. Ryan
North Carolina State Registrar**

EXHIBIT B

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

ESTATE OF ROBERT D. ARMSTRONG,

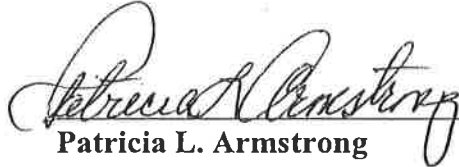
SX-14-PB-71

Deceased

A F F I D A V I T

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX)

Patricia L. Armstrong, being duly sworn on oath says that she does not know of any will or codicil of Robert D. Armstrong, late of St. Croix, U.S. Virgin Islands, deceased, other than the instrument in writing hereto annexed, dated May 16, 2005; and the said Robert D. Armstrong died on or about May 21, 2005. This copy of the Decedent's Last Will and Testament was obtained by the Petitioner from the attorney that prepared the document and witnessed the execution. Petitioner believes that the original of such instrument is in the possession of one of the adult children of the Decedent who are named as the Personal Representative of the Decedent's Estate.


Patricia L. Armstrong

Subscribed and sworn to before me
on Sept. 16, 2014.


Notary Public

EILEEN DES JARDINS
Notary Public #NP-114-11
My Commission Expires: 12/14/15
St. Croix, U.S. Virgin Islands

**Last Will and Testament
of
Robert D. Armstrong**

COPY

I, Robert D. Armstrong, a resident of Christiansted, United States Virgin Islands, revoke any prior wills and codicils made by me and declare this to be my Will.

**Article One
Family Information**

I am married to Patricia L. Armstrong.

I have three children. Their names and dates of birth are:

Douglas Armstrong, born on April 25, 1963;

Robert W. Armstrong, born on January 2, 1965; and

Elizabeth Anne Armstrong, born on June 26, 1966.

All references in my will to "my children" are references to these children.

**Article Two
Distribution of My Property**

Section 2.01 Disposition of Tangible Personal Property

I direct that my Personal Representative shall distribute my tangible personal possessions according to a separate "Personal Property Memorandum" or other similar writing, which shall be signed by me and kept with my personal records. It is my intent that such writing qualifies to distribute my tangible personal possessions under applicable law. If such writing is not found at the time of my death, or ruled an improper disposition, this bequest shall lapse and my tangible personal possessions shall become part of my living trust. If any items of tangible personal property I happen to own are not mentioned in such list, such items shall become part of my living trust. If any such gift shall lapse, then such items shall become part of my living trust.

Section 2.02 Pour-Over to My Living Trust

Except to the extent my Personal Representative establishes and funds a testamentary trust as provided in Section 2.03, all of my probate estate, excluding any property over which I might have a power of appointment, and after payment of expenses and taxes which are paid pursuant to this will, I give to the then acting Trustee of the Robert D. Armstrong Living Trust dated May 16, 2005 and executed prior to this will, to be added to the property of that trust. I direct that the

Trustee administer the property as provided in the trust agreement and any amendments prior to my death.

Section 2.03 Establish and Fund Testamentary Trusts

I authorize my Personal Representative to establish, with the assets of my probate estate, if any, or with any property distributed to my personal representative from my Trustee, testamentary trusts for the benefit of my beneficiaries under the same terms and conditions of my revocable living trust as it exists at the date of my death. I appoint the Trustee and successor Trustees named in my revocable living trust as the Trustee and successor Trustee of my testamentary trusts. The Trustee of my testamentary trusts shall have all the administrative and investment powers given to my Trustee in my revocable living trust and any other powers granted by law.

My Trustee is under no obligation to distribute property directly to my Personal Representative, but rather may distribute such property directly to the Trustee of the testamentary trusts. Any property distributed to my testamentary trusts by the Trustee of my revocable living trust shall be distributed by the Trustee of my testamentary trusts in accordance with the terms and conditions of my revocable living trust as it exists on the date of my death.

Section 2.04 Alternate Disposition

If the trust referred to in Section 2.02 is not in effect at my death or if for any other reason the pour-over cannot be accomplished, I specifically and completely incorporate the terms of the trust into this will by reference. In such a situation, I direct my Personal Representative to establish a trust in accordance with the provisions of such trust and give the remainder of my estate, excluding any property over which I might have a power of appointment, to the Trustee of said trust to be administered as provided in the trust agreement.

**Article Three
Designation and Succession of Fiduciaries**

Section 3.01 Personal Representative

I nominate Douglas Armstrong, Robert W. Armstrong, and Elizabeth Anne Armstrong as my Personal Representative. If Douglas Armstrong, Robert W. Armstrong & Elizabeth Anne Armstrong fail or cease to act as my Personal Representative, I nominate the person or persons serving as Trustee of the Robert D. Armstrong Living Trust dated May 16, 2005, to serve as my Personal Representative.

**Article Four
Powers of Fiduciaries**

Section 4.01 Grant

My Personal Representative may perform every act reasonably necessary to administer my estate and any trust established under my will.

Specifically, my Personal Representative may exercise the following powers: hold, retain, invest, reinvest, sell, and manage real or personal property, including interests in any form of business entity including, but not limited to, limited partnerships and limited liability companies, and policies of life, health and disability insurance, without diversification as to kind, amount or risk of non-productivity and without limitation by statute or rule of law. My Personal Representative may partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan and contract. My Personal Representative may distribute the assets of my estate in cash or kind or partly in each at fair market value on the date of distribution, without requiring pro rata distribution of specific assets and without requiring pro rata allocation of the tax bases of such assets. My Personal Representative may hold in nominee form, continue businesses, carry out agreements and deal with itself, other fiduciaries and business organizations in which my Personal Representative may have an interest. It may establish reserves, release powers, and abandon, settle or contest claims. It may employ attorneys, accountants, custodians of the trust assets, and other agents or assistants as deemed advisable to act with or without discretionary powers and compensate them and pay their expenses from income or principal or both.

Section 4.02 Powers Granted by Law

In addition to all of the above powers, my Personal Representative may, without prior authority from any court, exercise all powers conferred by my will or by common law or by the United States Virgin Islands Fiduciary Powers Act or other statute of the United States Virgin Islands or any other jurisdiction whose law applies to my will. My Personal Representative shall have absolute discretion in exercising these powers. Except as specifically limited by my will, these powers shall extend to all property held by my fiduciaries until the actual distribution of the property.

Section 4.03 Distribution Alternatives

My Personal Representative may make any payments under my will:

Directly to the beneficiary;

In any form allowed by applicable law for gifts or transfers to minors or persons under disability;

To the beneficiary's guardian, conservator or caregiver for the benefit of the beneficiary;
or

By direct payment of the beneficiary's expenses.

A receipt by the recipient for any such distribution, if such distribution is made in a manner consistent with the proper exercise of my fiduciaries' duties hereunder, shall fully discharge my fiduciaries.

Article Five

Administrative Provisions

Section 5.01 Court Proceedings

If any trust is established under my will that trust shall be administered in a timely and efficient manner consistent with its terms, free of active judicial intervention and without order, approval or other action by any court. It shall be subject only to the jurisdiction of a court being invoked by the trustees or other interested parties or as otherwise provided by law.

Section 5.02 No Bond

I direct that no fiduciary shall be required to give any bond in any jurisdiction, and if, notwithstanding this direction, any bond is required by any law, statute, or rule of court, no sureties be required.

Section 5.03 Compensation

Any fiduciary under this instrument shall be entitled to reasonable compensation commensurate with services actually performed and to be reimbursed for expenses properly incurred.

Section 5.04 Ancillary Fiduciary

In the event ancillary administration shall be required or desired and my domiciliary Personal Representative is unable or unwilling to act as an ancillary fiduciary, my domiciliary Personal Representative shall have the power to designate, compensate, and remove the ancillary fiduciary. The ancillary fiduciary may either be a natural person or a corporation. My domiciliary Personal Representative may delegate to such ancillary fiduciary such powers granted to my original Personal Representative as my Personal Representative may deem proper, including the right to serve without bond or surety on bond. The net proceeds of the ancillary estate shall be paid over to the domiciliary Personal Representative.

Article Six

Taxes, Claims and Expenses

Section 6.01 Payment of Death Taxes, Claims and Expenses

The Trustee of the trust referred to in this will is authorized to pay my funeral and burial expenses, claims against my estate, and expenses of estate administration. Accordingly, I direct my Personal Representative to consult with the Trustee to determine which such expenses and claims should be paid by my personal representative from property passing under my will, and which such expenses and claims should be paid by the trustee from the trust.

I direct my Personal Representative to follow any instructions contained in the Robert D. Armstrong Living Trust in making any tax election, including, but not limited to, the allocation of my GST Exemption. I direct that the taxes imposed by reason of my death upon property passing under and outside my will be apportioned and paid in the manner provided in the Robert

D. Armstrong Living Trust, and I incorporate the tax apportionment provisions of the Robert D. Armstrong Living Trust as part of my will.

In no event shall any of such taxes be allocated to or paid from property which is not included in my gross estate for federal estate tax purposes or which qualifies for the federal estate tax marital or charitable deductions.

Section 6.02 Tax and Administrative Elections

My Personal Representative may exercise any available elections under any applicable income, inheritance, estate, succession, or gift tax law. This authority specifically includes the power to select any alternate valuation date for death tax purposes and the power to determine whether any or all of the administration expenses of my estate are to be used as estate tax deductions or as income tax deductions, and no compensating adjustments need be made between income and principal as a result of such determinations unless my Personal Representative shall determine otherwise, in the discretion of my Personal Representative, or unless required by law.

My Personal Representative, in its sole and absolute discretion, may elect to have all, none, or part of the property comprising my estate for federal estate tax purposes qualify for the federal estate tax marital deduction as qualified terminable interest property under Section 2056(b)(7) of the Internal Revenue Code (the "QTIP Election").

Any tax paid as a result of the inclusion in my taxable estate of property held in a qualified terminable interest property (QTIP) trust created for me by my wife shall be apportioned to and collected from the qualified terminable interest property (QTIP) as provided in Section 2207A.

My Personal Representative shall not be liable to any beneficiary of my estate for tax consequences occasioned by reason of the exercise or non-exercise of any such elections or by reason of the allocation and distribution of property in kind in full or partial satisfaction of any beneficiary's interest in my estate.

Article Seven General Provisions

Section 7.01 Applicable Law

The validity and construction of my will shall be determined by the laws of the United States Virgin Islands.

Section 7.02 No Contract to Make Will

I have not entered into any contract, actual or implied, to make a will.

Section 7.03 Contest Provision

If, after receiving a copy of this paragraph, any person shall in any manner, directly or indirectly, attempt to contest or oppose the validity of my will or my living trust, including any amendments thereto, or commences, continues or prosecutes any legal proceedings to set my will or living trust aside, then such person shall forfeit his or her share, cease to have any right or interest in my property, and shall for the purposes of my will be deemed to have predeceased me.

This Section shall not apply so as to cause a forfeiture of any distribution otherwise qualifying for the federal estate tax charitable or marital deduction.

Section 7.04 Construction

Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural. Words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender, if appropriate.

Section 7.05 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.06 Internal Revenue Code, IRC or Code

References to the Internal Revenue Code, the IRC or the Code shall refer to the Internal Revenue Code of the United States. References to specific sections of the Code shall be to any sections of like or similar import that replace the specific sections as a result of changes to the Internal Revenue Code made after the date of my will.

Section 7.07 Other Definitions

Except as otherwise provided in my will, terms shall be as defined in the United States Virgin Islands Probate Code as amended after the date of my will and after my death.


Section 7.08 Survivorship

For purposes of this will, if my wife in fact survives me by any period of time or if the order of our deaths is not known, then I shall be deemed to have predeceased my wife. Any other beneficiary shall be deemed to have predeceased me if such beneficiary dies within 30 days after the date of my death.

Section 7.09 Severability

If any part of this instrument shall be adjudicated to be void or invalid, the remaining provisions not specifically so adjudicated shall remain in full force and effect.

I, Robert D. Armstrong, sign my name to this instrument consisting of 8 pages on May 16, 2005, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my will, that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.


Robert D. Armstrong, Testator

We, STAN MILLER and ALAN S. BAUMGARTEN the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his last will and that he signs it willingly (or willingly directs another to sign for him), and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

ALAN S. BAUMGARTEN

Address

38 WESTCHESTER DR.

ASHEVILLE, NC 28803

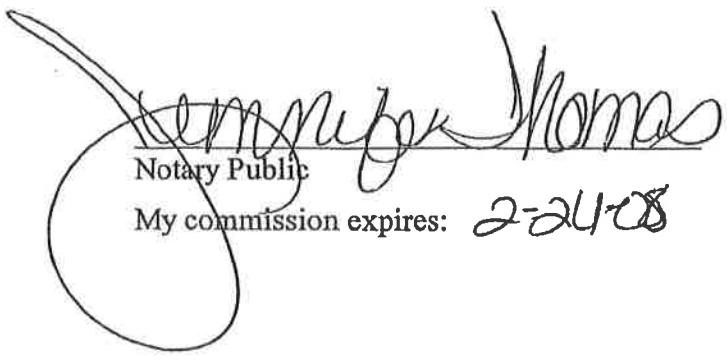

Address

5000 Coakley Bay, N-4

Charlottesville, VA 22902

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF BUNCOMBE)

Subscribed, sworn to and acknowledged before me by Robert D. Armstrong, the Testator, and
subscribed and sworn to before me by Alan Baumgarten and
Stan Miller, the witnesses, this day, May 16, 2005.


Notary Public
My commission expires: 2-24-08