

02-2277-2

WILL

FILED
TARRANT COUNTY TEXAS
7-25-02
'02 JUL 25 2002

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

That I, ROBERT B. TRUELSON, of Fort Worth, Tarrant County, Texas, being of sound and disposing mind and memory, do hereby make, declare and publish this to be my Last Will and Testament do hereby revoke any other wills and codicils heretofore made by me.

I.

A I have three sons, ROBERT B. TRUELSON, JR., JOHN M. TRUELSON and THOMAS C. TRUELSON. I was predeceased by my wife, NORMA GENE TRUELSON, in 1994.

B. I may write a letter and leave it with this will or other personal papers suggesting the disposition of certain personal effects. If so, I desire that my Executors, Trustees, Beneficiaries honor those suggestions.

C. I give and bequeath all of my remaining household goods and personal effects to my sons, ROBERT B. TRUELSON, JR., JOHN M. TRUELSON and THOMAS C. TRUELSON, as shall survive me, and not to their issue.

II.

I give, devise and bequeath to the Trustees hereinafter named, all of the rest, residue and remainder of my estate for the primary use and benefit of my three (3) sons and their issue to be managed and distributed as hereinafter provided:

A. My Executor shall divide my residuary estate into three (3) equal shares, one for each of my sons, ROBERT B. TRUELSON, JR.,



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JUL 26 2002

BY 221 DEPUTY

JOHN M. TRUELSON and THOMAS C. TRUELSON, as shall survive me, and for the issue of any of my sons who is deceased, with each of the shares to be held in Trust and named for each of my sons, who shall hereinafter be sometimes referred to as the "Beneficiary" of his Trust.

B. It is within the discretion of my Executor to make distributions to the Trusts created by this Will following the date administration of the estate is completed in such manner and amount will in his judgment be in the best interests of the beneficiaries, but may make distributions of income from my estate to the Trusts during administration and during any following period. All federal estate and state death taxes shall be paid from the balance of my residuary estate divided between the three Trusts.

C. Each of the Trusts for my sons shall be administered and its assets distributed as follows:

1. The Trusts shall continue for the lifetime of the Beneficiaries. During that time, the Trustee shall manage and invest the trust assets and collect the income thereon and distribute so much of the income to the Beneficiary and his issue from his Trust as the Trustee in his sole and absolute discretion shall determine is in the best interest of the Beneficiary and his issue, as their sole and separate property, provided that any and all income may be accumulated by the Trustee for future distribution or may be added to corpus and reinvested.



2. If at any time during the continuation of the Trust, the Trustee should determine in his sole and absolute discretion that the net income available to the Beneficiary and his issue together with any other income or assets available to them are sufficient to provide for their health, maintenance and support at the standard of living enjoyed by them during my lifetime, Trustee, in his sole and absolute discretion, may distribute from the corpus of the Trust such amounts as are necessary to provide for them in accordance with such standard.

3. Upon the death of the Beneficiary of a Trust, after payment of any applicable death taxes and administration expenses, this Trust may continue for any of (1) the surviving spouse of the Beneficiary for a life income only or term of years interest, for the descendants, without limitation, of the Beneficiary, or (3) for any of my descendants, on such terms and in such proportions as the Beneficiary may appoint in his Will validly admitted to probate. In the absence of the exercise in whole or in part of the limited power of appointment granted herein, upon the death of the Beneficiary of a Trust, or if he should predecease me, all of the assets then held in his Trust or that otherwise would have comprised his Trust shall be held by the Trustee in the same Trust for his surviving issue, per stirpes, on the terms provided in paragraph 4 below, if any, but if none, the Trust shall terminate, and the assets shall be distributed to or in trust for my surviving issue, with the share of any of my issue who are then Beneficiaries of a Trust created herein to be added to that Trust.



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BY LZV DEPUTY

4. Should the spouse of the Beneficiary of a Trust become a beneficiary in whole or in part of a Trust, for life or a term of years, or should the issue of the Beneficiary become Beneficiaries on any terms, by reason of exercise of the Beneficiary's power of appointment, the Trust shall continue in whole or in part, as applicable, for the issue and/or the spouse. During the continuation of the Trust for the issue and/or the spouse, from the Trust, or portion of the Trust designated by exercise of the power of appointment, the Trustee shall periodically distribute so much of the income of the Trust for the spouse, and so much of the income and corpus of the Trust to or for the issue of the Beneficiary, as is determined to be necessary in the sole and absolute discretion of the Trustee to provide for the health, maintenance, education and support of the issue and/or the spouse considering other sources of income and property available to him or her.

5. If any issue of a Beneficiary becomes a beneficiary of a Trust hereunder, his or her interest in the Trust shall fully vest, on a per stirpes basis, but shall continue to be held in trust by a Trustee appointed by the preceding Trustee for the use and benefit of such distributee until he or she attains the age of 40 years, or dies, whichever first occurs, at which time the trust with respect to such share shall terminate and the trust properties pertaining thereto shall be distributed to such distributee, if living, or, if not, to his or her estate; provided, however, if upon the time set for distribution of Trust assets to the



beneficiary upon attaining the age of 40 years, the Trustee should determine in his sole and absolute discretion that distribution of Trust assets, in whole or in part, would not be in the best interest of the beneficiary, the Trustee may extend the date of termination of the Trust share of that beneficiary to any future time or times selected by the Trustee, which time or times may thereafter be further extended. During the continuation of the Trust for the issue, the Trustee shall periodically distribute so much of the income and corpus of the share so held as is determined to be necessary in the discretion of the Trustees to provide for the health, maintenance, education and support of such beneficiary considering other sources of income and property available to him or her.

6. In the event the value of assets to be allocated to a Trust exceeds that Trust's share of the federal generation skipping tax exemption, the Trustee may divide any Trust into two separate Trusts in the event the undivided Trust will have an inclusion ratio for federal generation-skipping transfer tax purposes greater than zero but less than one and, in the Trustee's discretion, such division is otherwise advisable. Any such division shall be evidenced by a written instrument filed with the Trust records and shall be made in a manner which will result in one of the newly-divided Trusts having an inclusion ratio of zero (the "exempt trust") and the other such Trust having an inclusion ratio of one (the "non-exempt trust"), taking in account all applicable federal generation-skipping transfer tax rules. To accomplish that result,



any such division may be made at any time after my death (whether or not the Trust has been funded). The written instrument evidencing the division shall specify how such division is to be made. All generation skipping taxes, and any death taxes, shall be paid wholly out of Trust assets not allocated to the exempt trust. In the event of such a division, the provisions governing the newly-divided Trusts shall be identical to the provisions of the undivided Trust, except as follows:

1. Any discretionary distributions to be made to persons who are classified as non-skip persons for federal generation-skipping transfer tax purposes shall generally be made first from the non-exempt trust, in order to avoid to the maximum extent possible any such distributions from the exempt trust.
2. Any discretionary distributions to be made to persons who are classified as skip persons for federal generation-skipping transfer tax purposes shall generally be made first from the exempt trust, in order to avoid to the maximum extent possible any such distributions from the non-exempt trust.
3. The power of appointment granted to the Beneficiary under paragraph 3 above shall as to the non-exempt Trust be a general power of appointment by the addition of the power in the Beneficiary to appoint the assets of the Trust to his creditors.

III.

A. The Trustees shall have all rights, privileges and powers now or hereafter granted to trustees by the Texas Trust Code or other Texas statutes except as expressly limited herein. All trust powers may be exercised upon such terms as the Trustees deem advisable and may affect trust properties for any length of time regardless of the duration of the trust.



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BY LJN DEPUTY

B. Cumulative to, but not in limitation of, the foregoing powers, the Trustees, in their sole and absolute discretion, shall be authorized:

1. To hold, control, sell, dispose of, or convey any of the assets of the trusts, in respect to which the Trustees shall be guided only by their own judgement and discretion.
2. To allocate on a cash or accrual basis between corpus and income the receipts, disbursements and reserves of each trust without regard to the provisions of any statute.
3. In making partial distributions of corpus, to partition all or any part of any interest, to evaluate any property, which valuation shall be binding upon the beneficiary, and to make distribution of the assets in any manner the Trustees determine.
4. To maintain and defend any claim or controversy by or against the trusts without the joinder or consent of any beneficiary.
5. To set up such reserves out of income as the Trustees may determine for taxes, repairs, and general upkeep on real property.
6. To exercise all powers and rights consistent with the foregoing, whether above mentioned or not, which the Trustees could exercise if they were the owners in fee simple of both the legal and equitable title in the trust assets.

C. All Trustees shall serve without bond.

D. None of the property bequeathed and devised in trust by this Will, nor the increase, income or proceeds thereof or therefrom, nor the equitable title therein, shall ever be subject or in any manner subjected to any indebtedness, judgment, judicial process, attachment, garnishment or encumbrance whatsoever of or against the property of any beneficiary or beneficiaries of any such Trust, nor be in any manner affected by any transfer, assignment, conveyance, sale, hypothecation, encumbrance or act,



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BY LA DEPUTY

voluntary or involuntary, anticipatory or otherwise, of said beneficiary or beneficiaries; and none of said beneficiaries shall have any right or power to transfer, convey, assign, sell, hypothecate or encumber the same or any part thereof, including any income to be distributed therefrom to any such beneficiary while same is held by any Trustee hereunder. Each Trust created hereunder is a spendthrift trust within the meaning of Section 112.035 of the Texas Trust Code.

E. All references in this Will to Trustee or Trustees shall refer to the Trustee or Trustees then acting.

F. No Trustee, under any circumstance, shall be liable for or subject to any direction by a Beneficiary or by a Court for failure to make any loan or discretionary distribution of income or corpus.

G. In the event of the death, resignation or failure to serve of one of my sons as Trustee, my remaining sons or son shall serve as successor Co-Trustees or Trustee. An additional Co-Trustee may be appointed by the successor Trustees, and if serving at the time of the death, resignation or failure to serve of all of my sons, shall serve as the successor Trustee, unless a different successor Trustee is appointed by my remaining sons prior to their death or incompetency. In the event of the death, resignation or failure to serve of all trustees, with no successor being named by my remaining sons or son, the Beneficiaries of a Trust may name a successor Trustee or Co-Trustee.



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IV.

A. I hereby nominate and appoint my sons, ROBERT B. TRUELSON, JR., JOHN M. TRUELSON and THOMAS C. TRUELSON, as Co-Independent Executors of my estate. In the event of the death, resignation or failure to serve of any of my sons, my remaining sons shall serve as Co-Independent Executors. I direct that no bond or other security shall be required of any Executor named herein. I direct that no action shall be had or taken in the Probate Court in relation to the settlement of my estate other than the probating of this Will and the return of an inventory, appraisement and list of claims.

B. All references in this Will to Executor or Executors shall refer to the Executor then acting as such. My said Executors are hereby vested with all powers and discretion with respect to my estate during administration that the Trustees hereunder are given and all of such powers and discretions shall be exercised without court approval or supervision. My said Executors are authorized, prior to final settlement of my estate, to make distribution to the Trustees and beneficiaries as they may deem proper consistent with the terms of this Will.

C. My Executors and successors shall have full power authority to make any and all estate, inheritance and income elections and disclaimers available to my estate, including specifically (i) whether the date of death or alternative date should be selected for the valuation of property in my gross estate for federal and state estate and inheritance tax purposes (ii)




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BY 221 DEPUTY

whether the payment of all or part of such taxes should be deferred, (iii) whether the special use valuation under Section 2032A of the Internal Revenue Code should be elected (iv) whether a deduction shall be taken as an income tax deduction or an estate tax deduction, and (v) whether any of the assets of the Estate of my wife, NORMA GENE TRUELSON, should be disclaimed in whole or in part, by a qualified disclaimer.

D. Any successor Executor or original or successor Trustee named herein may accept the administration of the estate or trust as of the date the appointment becomes effective without examination or review, without liability for doing so, and may act without the necessity of conveyance or transfer.

Signed this 28th day of September, 1994, in Fort Worth, Tarrant County, Texas.

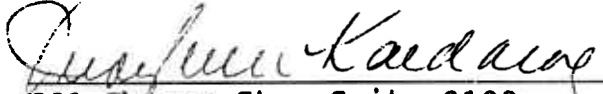

ROBERT B. TRUELSON
Testator

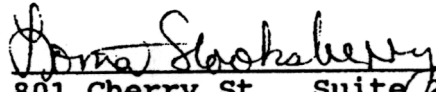


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BY L. J. DEPUTY

The above instrument was now and here signed, declared and published by ROBERT B. TRUELSON as his Last Will and Testament in our presence, and we, at his request and in his presence and in the presence of each other, subscribe our names hereto as attesting witnesses on this, the day and date hereinabove set forth.


801 Cherry St., Suite 2100
Fort Worth, TX 76102


801 Cherry St., Suite 2100
Fort Worth, TX 76102



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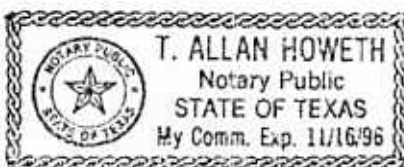
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BEFORE ME, the undersigned authority, on this day personally appeared ROBERT B. TRUELSON, Judy Ann Kardaas and Loma Stooksberry, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said ROBERT B. TRUELSON, Testator, declared to me and to the said witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the said witnesses, each on their oath, stated to me in the presence and hearing of the said Testator that said Testator had declared to them that said instrument is his Last Will and Testament, that he executed same as such and wanted each of them to sign it as a witness; and upon their oath, each witness stated that he did sign the same as a witness in the presence of the said Testator and at his request, that he was at that time eighteen (18) years of age or over, and was of sound mind; and each witness that at least fourteen (14) years of

B.

Loma Stooksberry
Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by the said ROBERT B. TRUELSON, Testator; and SUBSCRIBED AND SWORN TO BEFORE ME by the said witnesses, this 28th day of September, 1994.



T. Allan Howeth
Notary Public in and for
the State of Texas

A CERTIFIED COPY,
ATTEST: 10-13 2003

SUZANNE HENDERSON
Clerk, Probate Court
Tarrant County, Texas

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BY: Linda Hunter
Linda Hunter, Deputy