

LAST WILL AND TESTAMENT

OF

MAURINE P. HAMILTON

THE STATE OF TEXAS

§

COUNTY OF TRAVIS

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I, MAURINE P. HAMILTON, of Travis County, Texas, being of sound mind and disposing memory and over the age of eighteen (18) years, do make, declare and publish this, my Last Will and Testament, simultaneously revoking all prior Wills and Codicils executed by me at any time.

At the outset, I want the members of my family to understand and recognize that my Will and the Trust referred to below are complex instruments which are designed to pass my lifetime accumulation of assets to my family in a manner I deem more fair and more economical than other choices. In order to accomplish my specific goals, however, property law and tax law dictate the use of somewhat technical language, and the inclusion of several alternative, protective, and flexible provisions. All of this necessitates a detailed document, both in my Will and to the Trust referred to below, which is necessarily of considerable length. Therefore, I am generally omitting personal expressions of endearment from this document because they do not fit well within the context of technical and lengthy language.

My affection for each family member has been and will be expressed by other methods and by the care and attention I have devoted to my Estate Plan in general. I hope that

each member of my family will understand that the omission of personal messages from this technical document does not diminish my feelings for my family.

ARTICLE ONE

APPOINTMENT OF EXECUTOR AND ADMINISTRATIVE PROVISIONS

1.1. Executor Named. I appoint my husband, ALFRED HAMILTON, as the Independent Executor of my Estate in all jurisdictions.

For convenience, any reference in my Will to "Executor" shall include any and all Executors or Executrices unless otherwise indicated.

1.2. No Bond. I direct that no bond or other security shall be required of any Executor of my Estate in any jurisdiction in which an Executor may be serving.

1.3. Independent Administration. My Executor shall be as free and independent of court supervision as the law of the appropriate jurisdiction shall allow. Specifically, if the jurisdiction has adopted independent or simplified administration, such as independent administration available in Texas, non-intervention administration available in Washington, or unsupervised administration provided by the Uniform Probate Code, then my Estate shall have all the advantages of such independent, non-intervention, unsupervised, or similar administration in the appropriate jurisdiction. In addition, informal probate provided under the Uniform Probate Code or similar laws shall apply to the probate of my Will in the appropriate jurisdiction. In furtherance of my expressed intentions, I direct that no other action be had in the probate or other applicable court in relation to the settlement of my Estate other than that minimally required by law unless my Executor deems more supervised administration

more advantageous to my Estate. The judgment of my Executor in such matters shall be conclusive, except as otherwise provided by law.

With respect to Texas administration, I expressly direct that no other proceedings be had in any court or courts in relation to the administration of my Estate other than to probate and record my Will and to make, return and record the statutory inventory, appraisement and list of claims of my Estate.

1.4. Family Information. I declare that my social security number is 459-20-2593; that I am married to ALFRED HAMILTON; and that, at the date of execution of this Will, ALAN L. HAMILTON, who was born July 7, 1946, and SYLVIA L. HAMILTON, who was born May 1, 1948, are my only children.

1.5. Successor Executor Named. In the event my named Executor shall for any reason fail or refuse to qualify, or, having qualified, fails to complete his duties as Independent Executor of my Estate, then I appoint ALAN L. HAMILTON and SYLVIA L. HAMILTON as the Independent Co-Executors of my Estate in all jurisdictions. In the event either ALAN L. HAMILTON or SYLVIA L. HAMILTON shall for any reason fail or refuse to qualify, or, having qualified as Co-Executor, fails to complete their duties as Co-Executors, then the remaining Executor shall serve alone in such capacity.

ARTICLE TWO

SPECIFIC BEQUEST PROVISIONS

2.1. Bequest of Personal Effects. I specifically devise and bequeath all of my items of personal effects (defined below) pursuant to the following relevant provisions:

(a) Bequest to Surviving Husband. I give, devise and bequeath all of my personal effects (defined below) unto my husband, ALFRED HAMILTON, provided he survives me as provided by my Will.

(b) Alternative Bequest to Children or Descendants. If my husband shall fail to survive me as specified in my Will, or if he disclaims any part of these assets, then I give, devise and bequeath these items of personal effects unto such of my children as may so survive me. In the further event that none of my children so survive me (or they, too, disclaim any part of these assets), then I give, devise and bequeath such property unto my descendants as may so survive me.

I direct my Executor to divide, partition and distribute this property among such respective Beneficiaries as they may agree among themselves. Should they fail to agree as to how this property (in whole or in part) shall be distributed between them, then my Executor, in its sole discretion, shall have the following alternative powers over such unagreed upon property items: (1) to divide, partition and distribute such items among the respective Beneficiaries in such manner as it deems fair and equitable; (2) to sell any of such items and include the proceeds in my Residuary Estate, although I request (but do not direct) that my Executor give all of such Beneficiaries the initial opportunity to purchase such items; or (3) to regard any of such unagreed upon items as part of my Residuary Estate, thereby disposing of such items pursuant to the applicable Residuary Estate provisions of my Will.

In an effort to simplify my Will as much as possible, I may leave a letter to my Executor or Beneficiaries which sets forth my desires as to how certain personal property items shall be divided between my Beneficiaries. While it is not my intention that such a letter (if any) be construed as a Codicil (and I direct that it shall not be deemed to be such nor admitted to probate), I request that my Beneficiaries respect my wishes as expressed in such letter in deciding how to divide my items of personal property. While it is in my sincere hope and belief that my children or descendants will be able to agree amongst themselves, particularly taking into consideration my specific wishes as expressed in such letter (if any), I nevertheless want the administration of my Estate to be conducted efficiently and smoothly. To this end, I direct that the good faith decisions and actions of my Executor shall be final and conclusive.

Any costs or expenses of transporting any of such property to my children or descendants, shall be borne by the respective individual.

(c) Ultimate Disposition of Personal Effects. In the further event that none of the above Beneficiaries shall survive me as specified by my Will, then this property shall become a part of my Residuary Estate.

(d) Definition of Personal Effects. For purposes of my Will, the bequest of my personal effects shall be broadly construed, and shall include, as examples only, all of my interest in the following items, except to the extent, of course, that I have made other arrangements for their disposition or bequests, that I own at the time of my death: household furnishings (again, broadly construed) and fixtures; personal automobiles and boats (including any equipment associated with either); all club memberships; and all items of jewelry, clothing and books. The bequest of such items specifically includes all insurance policies associated with such items.

I do not intend, however, to include under this Section any tangible personal property of a business or investment nature, such as office files, cattle, business equipment or business automobiles, and other such business or investment items, these types of assets being deemed to be a part of my Residuary Estate.

2.2. Bequest of Home and Recreational Property. I specifically devise and bequeath all of my interest in my home (if any) and recreational property (if any) pursuant to the following relevant provisions:

(a) Bequest to Surviving Husband. I give, devise and bequeath unto my husband, ALFRED HAMILTON, all of my interest in the home (and all of its associated real property), if any, that we are occupying as our principal place of abode at the time of my death, provided he survives me as specified in my Will. This bequest is intended to cover any type of residential accommodation, and includes, for example, a condominium or townhouse.

Any secondary residence, recreational property, home or equipment (such as a vacation home, cabin, lake property, mobile home or van, condominium or likewise), whether one or more, shall likewise pass to my husband in accordance with this Section. I do not intend, however, by this bequest to override any valid joint tenancies or tenancies by the entirety which exist in any state between myself and any other person, nor do I intend to include under this Section any property of a business or investment nature, these latter types of assets being deemed to be a part of my Residuary Estate. Both of these types of bequests shall include any and all improvements, together with my rights under any associated insurance policies.

(b) Treatment of Related Liabilities. In all likelihood, either (and perhaps both) of the above types of bequests will be subject to some form of liability or indebtedness at the time of my death. I specifically instruct my Executor to carefully consider the economic advisability of continuing such related

liabilities, with the result that such bequest may (and perhaps should) be subject to such continuing liabilities. Accordingly, such specific bequests shall not be entitled to exoneration from liability. I do not, however, intend to override the discretionary powers granted to my Executor in another part of my Will which relate to the treatment and payment of my debts, expenses and taxes.

(c) Ultimate Disposition of Property. In the event my husband shall fail to survive me as specified by my Will, then the property covered by this Section shall become a part of my Residuary Estate.

ARTICLE THREE

RESIDUARY ESTATE PROVISIONS

3.1. Residuary Estate Defined. All of my remaining property, including my separate property and all of my interest in the community property, regardless of its location or nature (such as a vested remainder interest), that remains after satisfaction of the specific bequests made above, shall be deemed to be my Residuary Estate.

3.2. Bequest of Residuary Estate to Family Trust. I give, devise and bequeath all of my Residuary Estate unto the Trustee, and its successors, of the Trust known as THE ALFRED HAMILTON AND MAURINE P. HAMILTON REVOCABLE LIVING TRUST AGREEMENT, created by Trust Agreement dated December 18, 1986, and restated and renamed THE HAMILTON FAMILY TRUST the 4th day of October, 2001, to have and to hold under the terms and conditions of that Trust Agreement, including any amendments made to it prior to my death, free from any intervention or control by the probate or other applicable court.

3.3. Disposition of Husband's Property. In executing my Will, I intend to dispose of only my separate property and my share of the community property (if any) owned by myself and my husband at the time of my death. Above all, I want my husband to have the

maximum amount of financial security and comfort which is possible under the circumstances. I sincerely believe that this can be better accomplished by having all of our community property, as well as my separate property and perhaps his as well, administered and invested jointly by the Trustee of the Family Trust, mentioned above. In the interests of unified management and continuity of investment, therefore, I sincerely urge my husband to consider the advantages of allowing his property, both community and separate, to pass pursuant to the provisions of my Will to the Trustee of our Family Trust. I believe this will allow our Trustee to maximize the tax and non-tax advantages incident to the implementation of our overall Estate Plan.

(a) Voluntary Conveyance of Husband's Property to Family Trust. In the event my husband survives me and consents to the distribution of his property (in whole or in part) under the provisions of my Will, then I direct my Executor, in conjunction with the Trustee of the above-mentioned Family Trust, to convey all or any part of my husband's separate or community property to the Trustee of such Family Trust, to be administered and distributed pursuant to the applicable terms, provisions and condition of that Trust Agreement. I want to make it clear, however, that this is a voluntary election on the part of my husband. Should he elect (in whole or in part) to retain ownership and possession of any of his property, he shall nevertheless have and enjoy all of the provisions made for his benefit in my Will and in the Family Trust.

(b) Requirement of Written Election. To avoid any misunderstandings between my husband, my Executor and Trustee, I direct that my husband's election (if exercised, in whole or in part) shall be evidenced by an appropriate written instrument which specifically enumerates and lists those assets and properties which he elects to have added to our Family Trust. While it is not necessary to file such written instrument with any court, I do direct that both my Executor and Trustee execute such instrument as well as evidence of their participation and agreement.

3.4. Contingent Disposition of Residuary Estate. In the event that the other applicable provisions of my Will do not fully dispose of any of my property, then I give, devise and bequeath such non-disposed of property of my Residuary Estate, including any property not otherwise disposed of, pursuant to the following relevant provisions:

2 (a) Disposition to Husband. In the event this Section shall become applicable, then I give all my Residuary Estate unto my husband, ALFRED HAMILTON, provided he survives me as specified by my Will.

(b) Alternative Disposition to Children and Descendants. In the further event that my husband shall fail to survive me as specified in my Will, or if he disclaims all or any part of such property, then my Executor shall divide my Residuary Estate into equal shares, one (1) share for each child of mine living at the date or dates my Residuary Estate is to be distributed, and one (1) share for the then living descendants, on a per stirpes basis, of any then deceased child of mine, all subject, however, to the survival provisions in my Will.

Subject to the provisions regarding incapacity or age, my Executor shall distribute such shares to the respective children or descendants in accordance with such divisions.

(c) Ultimate Disposition to Heirs. In the further event that my husband, children and descendants shall all fail to survive me as specified by my Will, then I give all of my Residuary Estate one-half ($\frac{1}{2}$) unto my heirs at law and one-half ($\frac{1}{2}$) unto my husband's heirs at law, such heirs to be determined as of the date of my death according to the then laws of descent and distribution of the State of Texas.

ARTICLE FOUR

MISCELLANEOUS PROVISIONS

4.1. Payment of Debts, Claims, Expenses and Taxes. My just debts, administration expenses, funeral expenses, claims, and all federal, state and foreign estate, inheritance, transfer, and succession taxes (excluding any generation skipping transfer taxes and any taxes due by reason of qualified terminable interest property) shall be administered by my Executor pursuant to the following provisions:

(a) Executor Discretion. My Executor is hereby given the specific discretionary powers to make whatever arrangements it deems more beneficial to, first, my Estate and, secondly, my Beneficiaries, insofar as the settlement or payment of my just debts, claims, expenses and taxes owing by me or my Estate, including, but not limited to, the power to sell real property. Thus, for example, my Executor, in its sole discretion, may pay, extend, or renew any of my debts, secure extensions of time delaying their payment, elect to continue such

indebtedness according to its terms, or borrow funds (secured by all or any part of the assets of my Estate) from any source, specifically including any Trust which I, my husband, or any other person, have established, in order to pay any of my indebtedness, claims, expenses and taxes. I specifically direct that my Executor has the power to determine whether or not any or all of my secured debts (including debts secured by property passing outside of my Will) shall be paid and thus exonerate any property from debts.

I specifically intend to subject all non-probate property of my Estate to the discretionary powers granted to my Executor. Any taxes owed or incurred by me before my death shall be treated as a debt of my Estate for all purposes, even though some of such taxes may constitute a credit against any estate, inheritance, transfer, or successions taxes.

(b) Source of Payments. Once my Executor determines that any debt, claim, expense, or tax shall be paid, I direct that such payment or payments shall be paid in full out of my Residuary Estate in the manner and at such time or times as my Executor shall, in its discretion, determine. It is my specific direction that all non-probate property shall be subject to this same direction and Executor discretion as outlined by this Section of my Will.

No contribution shall be required from any Beneficiary under my Will or any Trust for the payment of such items.

4.2. Executor Fees and Expenses. The commissions, fees and expenses of the fiduciaries of my Estate shall be governed by the following provisions.

(a) Executor Fees. All individual Executors who are related to me shall serve without being compensated, as an Executor, for their time or services as a fiduciary of my Estate. All non-related Executors as well as all corporate Executors shall be entitled to reasonable fees commensurate with their duties and responsibilities, taking into account the value and nature of my Estate and the time and work involved. In the event any active business interest becomes a part of my Estate, the corporate Executor's fees may be increased to be commensurate with any additional time, effort and responsibility involved in its performance of services with respect to such business. (This compensation for services rendered to the business, including any expenses, may be paid by the business.) Because of the broad discretionary powers granted to my corporate Executor, its compensation shall not be diminished by the fact that another Executor may likewise be serving, nor by any statutory law which otherwise establishes the compensation of Executors.

Any Executor who is representing my Estate in any other capacity, (which shall not be disallowed by such individual likewise serving as Executor), such as an attorney, accountant, or otherwise, shall be entitled to his professional fees and reimbursement for expenses for such professional services even though he may likewise be serving as an Executor at such time and receiving compensation as an Executor as well.

(b) Executor Expenses. All Executors (whether individual or corporate) shall be entitled to reimbursement or advancement for expenses incurred in pursuance of their duties under my Will, as well as being entitled, at the expense of my Estate, to retain and hire appropriate personnel, accountants, attorneys, investment advisors, or other persons for the management of my Estate, its assets, or in regard to any other matter which might arise during the administration of my Estate.

What? 4.3. Non-Exercise of Powers of Appointment. I specifically intend to not exercise any powers of appointment, whether special or general, which I may possess at the time of my death.

4.4. Beneficiary Survivorship Conditions. In determining whether or not a Beneficiary under my Will or of the Family Trust (referred to above) has survived me, the following conditions shall apply irrespective of any contrary law or presumption:

(a) Marital Deduction Bequest. Insofar as any marital deduction gift or bequest is concerned, my husband shall be deemed to survive me even though such survivorship is momentary or if we shall die under circumstances making it impossible to determine who died first.

(b) All Other Bequests. Insofar as all other gifts or bequests are concerned, all Beneficiaries (including my husband) must survive me for at least sixty (60) days in order to receive the benefits under my Will or Family Trust.

4.5. Non-Contractual Provision. My husband, ALFRED HAMILTON, and I contemplate the execution of Wills which may contain similar dispositive provisions. These Wills are not, however, the result of any contract or agreement between us and either Will may be revoked or changed at any time at the sole discretion of the maker.

4.6. No-Contest Provisions. At the beginning of my Will, I expressly stated that my overall Estate Plan was necessarily complex and involved. I have given considerable thought and planning to my overall Estate Plan, which, of course, includes this Last Will and Testament as well as the various Trusts that I have previously established or am establishing contemporaneously with the execution of my new Will. All aspects of my Estate Plan are interrelated and are designed to work smoothly and efficiently subsequent to my death.

I do not, of course, anticipate that any of my Beneficiaries or other individuals will seek to disrupt the harmony and continuity of my overall Estate Plan. Nevertheless, I am cognizant of how intra-family disputes have arisen subsequent to one's death. Accordingly, I am providing, by this Section of my Will, for a total forfeiture of all benefits under my overall Estate Plan should any individual contest, in any way, the validity or operation of my Will, or of any Trust established by me during my lifetime. For purposes of my Will, any reference to "Estate Plan" shall include my Last Will and Testament as well as any trust established by me during my lifetime or any transaction or device entered into by me in conjunction with my overall Estate and Tax Planning.

~~57A~~ Therefore, if any Beneficiary of my Estate Plan or other individuals shall contest any aspect of the probate, validity, operation, or any provision of any Estate Planning document, or shall institute or join in (except as a party defendant) any proceeding to contest the validity or operation of any instrument of my Estate Plan (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then, in such event, all benefits provided for such Beneficiary (and that Beneficiary's descendants) or other individuals shall be revoked automatically. The benefits or property which would have otherwise passed to such Beneficiary

or other individuals shall, instead, pass to the remaining Beneficiaries of my Estate in the proportion that the share of each such other Beneficiary bears to the aggregate of the effective shares of the entire property. I sincerely hope that each member of my family will understand my reasoning in including this provision in my Will. — SFA

4.7. Executor Powers. My Executors shall have and possess the following powers in administering my Estate. Although the enumeration of such powers results in a longer instrument, I believe that their inclusion in my Will may avoid some of the more common problems encountered in similar estate administrations.

(a) Construction and Interpretation. It is my expressed intention to avoid, to the maximum extent possible, any suits for construction, interpretation, or instructions involving my Will or Estate. Accordingly, if a question or problem arises regarding the proper construction, interpretation, or operation of my Will, or as to any matter involving the administration of my Estate, or the rights of any Beneficiary, or the application, interpretation, or construction of the Texas Probate Code, as from time to time amended, my Executor is authorized to resolve these questions or problems in the manner as it shall deem equitable and proper. All such decisions and actions of my Executor shall be conclusive on all persons ever interested in my Will or Estate.

Although my Will has been divided into Articles, Sections and Paragraphs, my Will is to be interpreted in its entirety and without regard to its divisions and headings.

(b) Accountings from Transferors or Predecessors. In the event anyone transfers property to my Estate, whether by Will, contract, or otherwise, or in the event my Executor receives property from any prior fiduciary, my Executor is authorized to accept the property as delivered on the basis of the accounting (or other means of identifying such property) as submitted by the transferor, prior fiduciary, or their respective representatives. My Executor shall not have any duty, obligation, responsibility, or liability whatsoever for the acts or omissions of the transferor, prior fiduciary, or representative.

(c) Incorporations of Specific Trust Powers. To hopefully shorten the necessary length of my Will, I hereby incorporate the following specific provisions of the STANDARD TRUST PROVISIONS of my Family Trust, referred to above, as specifically described in its attached Exhibit "A" (STANDARD TRUST

PROVISIONS): (1) All of Article I ("Special Insurance and Employee Benefit Plan Provisions"); (2) Section 2.6. ("Ancillary Trustee Appointment"); (3) Section 2.7. ("Special Trustee Co-Administration Provisions"); (4) Section 4.1. ("Accumulated Income Becomes Principal"); (5) Section 4.8. ("Contingent Interests and Separate Property Provisions"); (6) Section 4.9. ("Spendthrift Trust Provision"); (7) Section 5.1. ("Overriding Limitations on Powers"); (8) Section 5.2. ("Partitions, Divisions and Distributions"); (9) Section 5.3. ("General Investment Powers"); (10) Section 5.4. ("Liability of Third Parties to Trust"); (11) Section 5.5. ("Power to Determine Income and Principal"); (12) Section 5.6. ("Transactions With Beneficiaries"); (13) Section 5.8. ("Special Trustee Self-Dealing Provisions"); (14) Section 5.11. ("Special Business Powers"); (15) Section 5.12. ("Liability of Trustee for Agents"); (16) Section 5.13. ("Accounting Responsibilities of Trustee"); (17) Section 5.17. ("Lending Powers of Trustee"); and (18) Section 6.4. ("Special Disclaimer Provisions").

Of course, these provisions were drafted in the context of trust language and trust administration. I therefore instruct my Executor to construe such terms as will be reasonably applicable to my Will and my Estate. Thus, for example, any reference to the "Independent Trustee" shall be in reference to my corporate Executor, and to "related Trustee" or "Beneficiary/Trustee" shall be in reference to my husband or to any other Beneficiary. So also, any reference to "Settlor" in such Exhibit shall, of course, be in reference to myself. I am confident that my Executor shall be capable of interpreting these provisions in a manner consistent with my Will and my Estate.

(d) Special Tax Powers and Elections. I direct that my Executor shall have the power and authority to make any and all elections, and exercise any and all options given to it by the Internal Revenue Code, as it may be amended from time to time including, but not limited to, the filing of any tax return and any related elections or decisions; provided however, my Executor shall elect to have all of Trust B of my Family Trust treated as qualified terminable interest property so as to qualify for the marital deduction as provided by Section 2056 of the Internal Revenue Code as amended. This grant of power shall be broadly construed in favor of my Executor, and no compensating adjustments shall be required because of results which arise or might have arisen as a consequence of any such action or election.

(e) Partial Distributions. My Executor shall have the power to make partial or complete distributions to any Beneficiary or Trust from time to time during the administration of my Estate.

(f) Special Provisions for Minors. I am cognizant of the problems that may arise should any minor become entitled to any property under my Will. Accordingly, I specifically authorize my Executor to dispose of such property on

behalf of such minor in any manner it deems necessary to carry out my expressed intentions. For example, and without intending to limit its discretion, my Executor may dispose of such property in the following manner: (1) by delivering such property directly to such minor if, in the Executor's sole and unquestionable discretion, such minor displays sufficient maturity to manage such property by his or her own self; (2) by delivering such property to such minor's parents, or natural or appointed guardian, or person having custody of such minor; or (3) by retaining possession of such property, without bond, for the benefit of that minor until he or she attains the age of majority, and, during such period of time, my Executor may distribute the net income and principal to or for the benefit of such minor in such amount or amounts as my Executor shall determine for his or her health, education, maintenance and support. In all events, however, the decision and actions of my Executor shall be final and conclusive.

4.8. Definitions. In interpreting and construing the terms and provisions of my Will, I hereby incorporate by reference the definitions contained in Section 6.1., of Article VI of Exhibit "A" (STANDARD TRUST PROVISIONS) of the referred to Family Trust.

EXECUTION PROVISIONS

My Will is made, executed and published in the presence of the subscribing witnesses whose names appear below, before whom I have initialed my name at the bottom of each page and have executed this instrument declaring it to be my Last Will and Testament on this the 4th day of October, 2001.

Maurine P. Hamilton
MAURINE P. HAMILTON, TESTATRIX

This instrument, consisting in its entirety of 17 pages, was initialed at the bottom of each page by MAURINE P. HAMILTON, Testatrix, and then signed, sealed, published and declared by the Testatrix to be her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on this the 4th day of October, 2001.

SIGNATURE:

ADDRESS:

Marie F. Anderson

P.O. Box 9846
Austin, Texas 78766

Michael June

P.O. Box 27848
Austin, TX 78755

Maurine P. Hamilton
MAURINE P. HAMILTON, TESTATRIX

Marie F. Anderson
Witness

Michael June
Witness

