

#3006

LAST WILL

OF

H. J. LUTCHER STARK

I, H. J. LUTCHER STARK, of Orange County, Texas, publish and declare this to be my Last Will, hereby revoking completely all Wills and Codicils previously made by me.

1. Bequests and Devises: I give my entire estate, which shall not include my wife's one-half (1/2) interest in our community estate, as follows:

(a) All of my personal automobiles, and all of my interest in the homestead occupied by my wife and me at the time of my death (our present homestead is known as 602 West Orange Avenue, Orange, Texas), together with all of my household goods, furniture, china, silver, jewelry, objects of art, clothing, personal effects, and any other similar items of property located thereon (the determination of which items of property fall within such categories shall be in the sole judgment of my Executor), I give to my wife, NELDA C. STARK, herein referred to as "my wife", but if she shall not survive me, such gift shall pass under the provisions of Subparagraph 1(f).

(b) Except as to items which pass under the provisions of Subparagraph 1(a), all of my furniture, china, silver, jewelry, paintings, bronzes, wood carvings, and all other objects of art of any kind, nature, and description whatsoever (the determination of which items of property fall within such categories shall be in the sole judgment of my Executor) I give to the "NELDA C. AND H. J. LUTCHER STARK FOUNDATION", herein referred to as the "STARK FOUNDATION", a non-profit corporation organized under the laws of the State of Texas on the 23rd day of February, 1961.

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(c) If my son, HOMER B. H. STARK, shall survive me, I give to him, outright, One Million Dollars (\$1,000,000.00). If such son shall not survive me, such gift shall be distributed to such son's heirs-at-law, but if none of such son's heirs-at-law shall survive me, such gift shall lapse. The gift under the provisions of this subparagraph may be satisfied wholly or partly in cash and, or, in kind, in the sole discretion of my Executor, and the value of any property used to satisfy such gift shall be the value as finally determined for Federal estate tax purposes.

(d) If my son, WILLIAM H. STARK, II, shall survive me, I give to him, outright, One Million Dollars (\$1,000,000.00). If such son shall not survive me, such gift shall be distributed to such son's heirs-at-law, but if none of such son's heirs-at-law shall survive me, such gift shall lapse. The gift under the provisions of this subparagraph may be satisfied wholly or partly in cash and, or, in kind, in the sole discretion of my Executor, and the value of any property used to satisfy such gift shall be the value as finally determined for Federal estate tax purposes.

(e) If my wife shall survive me, I give to my wife, outright, an amount of property equal to the value of one-half (1/2) of all separate property included in my gross estate for Federal estate tax purposes less:

(1) the value of all of my property which qualifies for the marital deduction under the Federal estate tax-law-in-force and effect at my death and which passes to my wife under the provisions of Subparagraph 1(a) hereof or outside the provisions of this Will; and

(2) a fraction of the amount of my debts, funeral expenses, and the expenses of administering my estate, the numerator of which fraction is one-half (1/2) the value of the separate property included in my gross estate for Federal estate tax purposes and the denominator of which fraction is the value of my gross estate.

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W. H. Stark, II

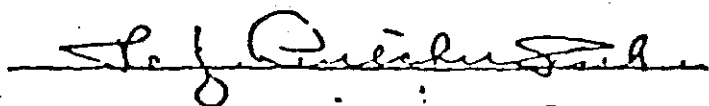
In computing the value of this gift, all values used shall be those finally determined for Federal estate tax purposes. There shall not be used to satisfy this gift any asset in respect of which, because of its nature, no marital deduction would be allowed under the provisions of the Federal estate tax law in force and effect at my death. If my wife shall not survive me, such gift shall lapse.

(f) All of the remainder of my estate (including any of the preceding gifts which shall lapse), herein referred to as "my residuary estate", I give to the "STARK FOUNDATION".

(g) Anything to the contrary herein notwithstanding, all property distributed to the "STARK FOUNDATION" under the provisions of Subparagraphs 1(b) and 1(f) shall be used for the religious, educational or charitable purposes of said Foundation solely within the State of Texas.

2. Appointment of Executor: I appoint my wife Independent Executrix under this Will and of my estate. Should my wife, for any reason, fail or cease to act as Executrix, I appoint EUNICE R. BENCKENSTEIN and CLYDE V. MCKEE, JR., both of Orange, Texas, as substitute or successor Independent Executors. Should either of such individuals, for any reason, fail or cease to act as Executor, the individual remaining shall act or continue to act as sole substitute or successor Independent Executor. No bond or other security shall be required of any Executor. My Executor shall be independent of the supervision and direction of all courts to the full extent permitted by law. I direct that no action shall be had in any court of probate jurisdiction in connection with this Will or in the administration and settlement of my estate other than the probating and recording of this Will and the return of an inventory, appraisement, and list of claims of my estate. All references to the Executor herein shall refer to the Executrix, Executors, or Executor then acting under any of the above appointments, and, in addition to having all the powers of independent executors under the laws of the State of Texas, but not by way of limitation, my Executor shall have all of the rights, privileges, and powers given to trustees of express trusts under the Texas Trust Act.

3. Compensation of Executor: Any Executor (other than my wife) shall be entitled to receive reasonable compensation for services actually rendered to my estate. It is specifically provided, however, that if, at the time of my death, I shall have an outstanding written agreement with

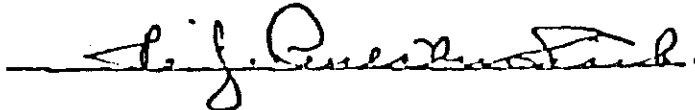


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any Executor regarding compensation for services hereunder, such written agreement shall control.

4. Liability of Executor: This Will shall always be construed in favor of the validity of any act or omission by or of any Executor, and no Executor shall be liable for any act or omission except in the case of gross negligence, bad faith, or fraud.
5. Debts and Taxes: All taxes (including any interest and penalties thereon) which may be payable by reason of my death and all of my debts, funeral expenses, and the expenses of administering my estate shall be charged against my residuary estate. Such taxes, debts, and expenses may be paid in such order and out of such of the assets of my residuary estate (including the income of my residuary estate) as my Executor may deem best.
6. Distributions during Administration: Prior to final distribution of my estate (which shall be made as soon as is expedient in the discretion of the Executor), partial distributions may be made in the discretion of the Executor. Any distribution may be made subject to any indebtedness or liabilities of my estate.
7. Distributions to "Heirs-at-Law": Any distribution to the "heirs-at-law" of one of my sons shall be made to those people who would be entitled to share such son's estate under the Texas laws of descent and distribution pertaining to separate personal property, as such laws exist at the execution of this Will, if such son were to die intestate at the time such distribution is to be made; provided, however, that if neither such son's wife nor any of such son's issue shall survive me, any distribution to such son's heirs-at-law shall lapse, and such distribution shall pass as a part of my residuary estate anything in Subparagraphs 1(c) and 1(d) to the contrary notwithstanding.
8. "Issue", for the purposes of Paragraph 7, shall include the children of the person designated and the descendants of such children, and such children and descendants shall include those who are adopted. For all purposes hereunder, a posthumous child shall be considered as living at the death of his or her parent.
9. Survivorship Provision: If my wife and I shall die under such circumstances that the order of our deaths cannot be established by proof, or if my wife shall survive me by any length of time whatsoever, it shall be presumed for the purposes of all gifts passing under the provisions of Subparagraph 1(a) that she survived me. Except as



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provided with respect to my wife in the next preceding sentence, if any legatee, devisee, or beneficiary hereunder, including my wife, shall die within ninety (90) days after my death, it shall be presumed for all purposes hereunder that such person predeceased me. The provisions of this paragraph shall apply notwithstanding any other provisions hereof but shall not apply to any property in my estate the distribution of which is, at the date of my death, governed by the laws of the State of Louisiana.

10. Contest of Will: Should any beneficiary hereunder contest this Will or any provisions hereof, or cooperate or take part, directly or indirectly, in any contest hereof, such beneficiary shall forfeit any and all right or interest he or she may have herein and shall take nothing under the provisions of this Will.

IN TESTIMONY WHEREOF, I have signed my name to this, my Last Will, at Orange, Texas, in the presence of B. W. Stringer, M. E. White M.D., and H. G. Turner, who sign the same as witnesses at my request, in my presence, and in the presence of each other, on the 23rd day of February, 1961.

H. J. LUTCHER STARK

This instrument (each of the four (4) preceding pages of which is identified by the Testator's initials) was subscribed, published, and declared by H. J. LUTCHER STARK to be his Last Will in our presence, and we, in his presence, at his request, and in the presence of each other, hereunto subscribe our names as witnesses, and we declare that at the execution hereof he was of sound mind and memory and under no constraint.

B. W. Stringer
M. E. White
H. G. Turner

Filed: September 9, 1965.
Sadie Stephens, County Clerk,
Orange County, Texas
By Sallie Frazier, Deputy. - 5 -

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