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LAST WILL AND TESTAMENT

of

HUGH OTHAL WEST, JR.

COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

I, HUGH OTHAL WEST, JR., of the County of Montgomery and the State of Texas, being in good health, of sound and disposing mind and memory, do make and declare this instrument to be my Last Will and Testament, hereby expressly revoking all former Wills and Codicils made by me at any time heretofore, and intending hereby to dispose of all the property of whatever kind and wherever situated which I own, or in which I have any kind of interest at the time of my death.

I.

IDENTITY OF THE FAMILY

My wife's name is SHIRLEY LOUISE PULLIN WEST. All references in this Will to my "spouse" or to my "wife" are to her. At the time of the execution of this Will, I have three children, namely, VALERIE LYNNE WEST ANDREWS, SHANNON LEE WEST and MATTHEW KANE WEST.

II.

PAYMENT OF EXPENSES

I direct that all the expenses of my last illness, my funeral expenses, and my just personal debts, including any inheritance taxes, transfer taxes, and estate taxes which may be levied by the United States Government or by any state by reason of my death, shall be paid by my Independent Executrix out of the residue of my estate as soon as conveniently may be done; provided that my Independent Executrix, in such Executrix's sole discretion, may distribute from time to time any real or personal property in my estate which at my death is subject to a lien securing an indebtedness upon it without discharging said indebtedness, if in my Independent Executrix's judgment, the condition of my estate so requires. The distributee shall then be considered as having received my estate's equity in the property.

III.

DISPOSITION OF ESTATE

A. I give, devise and bequeath the sum of ONE AND NO/100 DOLLAR (\$1.00) and nothing further to my daughter, SHANNON LEE WEST.

B. If my wife, SHIRLEY LOUISE PULLIN WEST, survives me, I give, devise and bequeath all of the rest of my estate of whatsoever kind and wheresoever situated to my



wife, SHIRLEY LOUISE PULLIN WEST. If my wife, SHIRLEY LOUISE PULLIN WEST, does not survive me, I give, devise and bequeath all of the rest of my estate of whatsoever kind and wheresoever situated as follows:

An undivided one-third (1/3) to my daughter, VALERIE LYNNE WEST ANDREWS and an undivided one-third (1/3) to my son, MATTHEW KANE WEST, in fee simple with the power to manage, sell or dispose of as each may wish or see proper; and an undivided one-third (1/3) to my daughter, VALERIE LYNNE WEST ANDREWS, in Trust and as Trustee for the benefit of VALERIE LYNNE WEST ANDREWS and MATTHEW KANE WEST, subject to the terms and conditions as set out in the Contingent Trust below. If a child of mine shall not then survive me, but should leave issue then surviving me, such then surviving issue shall take, per stirpes, the share that such deceased child would have taken by surviving me, or if none is then living, then said share shall be distributed, in equal shares, to my then living children or their issue per stirpes, or if none of my descendants is then living, then said share shall be distributed as provided in the paragraph below.

C. Any other property of mine that has not been disposed of under any other provision of this Will shall go and be distributed to my heirs-at-law. Their identity and respective shares shall be determined in all respects as if my death had occurred immediately following the happening of the event requiring such distribution, and according to the laws of Texas then in force governing the distribution of the estate of an intestate.

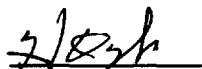
IV. DEFINITION OF SURVIVAL

Any legatee, devisee, donee, person or beneficiary with respect to all or any part of my estate who shall not survive until ninety (90) days after the date of my death, or until this Will is probated, whichever occurs earlier, shall be deemed to have predeceased me, and shall be treated for all purposes herein as though such person had predeceased me.

V. CONTINGENT TRUST

A. My Trustee, in such Trustee's discretion, shall distribute as much of the income, and in addition, so much of the corpus of the share or trust created as my Trustee shall desire for any use that she may desire.

B. In the event that Valerie Lynne West Andrews should die before complete distribution of her share of the trust, then upon termination of the trust her share of the trust as then constituted shall be distributed equally to her children or their issue, per stirpes, as provided in Sections A and B above; or if none is then living, then said share shall be distributed, in equal shares, to my then living child or his issue, per stirpes; or if none of my descendants is then living, then said share shall be distributed as provided in the



paragraph C below.

In the event that Matthew Kane West should die before complete distribution of his share, then upon termination of the trust his share of the trust as then constituted shall pass to and be distributed to my daughter, Valerie Lynne West Andrews or her issue, per stirpes, as provided in Sections A and B above; or if none is then living, then said share shall be distributed, in equal shares, to the children of Matthew Kane West, or their issue, per stirpes; or if none of my descendants is then living, then said share shall be distributed as provided in the paragraph below.

C. Any share or portion of a share of any trust created hereunder or any other property of mine that has not been disposed of under any other provision of this Will shall go and be distributed to my heirs-at-law. Their identity and respective shares shall be determined in all respects as if my death had occurred immediately following the happening of the event requiring such distribution, and according to the laws of the State of Texas then in force governing the distribution of the estate of an intestate.

VI.

APPOINTMENT OF TRUSTEE

I nominate, constitute and appoint my daughter, VALERIE LYNNE WEST ANDREWS, to act as Trustee of the trust created in Article V herein. In the event that my daughter, VALERIE LYNNE WEST ANDREWS, shall predecease me or fail or refuse to qualify, or die, resign, or become unable to serve as Trustee during the administration of such trust, I hereby nominate, constitute and appoint my son, MATTHEW KANE WEST, to act as Trustee, and all of the powers, duties and responsibilities granted and imposed upon VALERIE LYNNE WEST ANDREWS shall devolve upon and be exercised by MATTHEW KANE WEST.

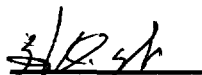
VII.

TRUSTEE POWERS

The trusts created or arising by virtue of this, my Last Will and Testament, shall be governed by and administered in accordance with the following provisions:

A. The Trustee during the continuation of each trust shall have the sole and complete right to possess, control, manage, and dispose of each trust estate and the said Trustee shall have the powers, rights, responsibilities and duties given to or imposed upon trustees by the Texas Trust Code as such Code now exists.

B. The Trustee shall at all times keep proper records and books of accounts which shall be open to the inspection of the beneficiaries at all reasonable times.



C. The Trustee shall act without bond of any kind, and shall be liable only for gross negligence, fraud or defalcation.

D. The Trustee shall have full power, in the Trustee's discretion, to litigate, compromise, adjust and settle all claims arising out of or in connection with the trust and property of the trust, and the Trustee may employ counsel and other agents in the discharge of duties and determine and pay them a reasonable compensation.

E. The Trustee shall be entitled to pay out of the trust estate or to be reimbursed for any and all legitimate expenses incurred in the management of the trust estate.

F. The Trustee shall have the sole discretion to determine what is income or corpus of each respective trust, and shall apportion and allocate all receipts, credits, disbursements, expenses, and charges to income or corpus as the Trustee shall deem proper.

G. The Trustee may resign by sending an acknowledged written notice to the trust beneficiaries thirty (30) days prior to resignation.

H. As compensation for her services hereunder, my Trustee or her successor shall be entitled to charge the same fees customarily charged for similar services in other trusts at the time the services are rendered.

I. The trust created hereunder shall terminate on the 31st day of December 2030, or at any time prior to that date, at the sole discretion of my Trustee, and the Trustee shall pay or deliver the then remaining trust estate to the beneficiaries.

VIII. **APPOINTMENT OF EXECUTOR**

A. I hereby nominate, constitute and appoint my wife, SHIRLEY LOUISE PULLIN WEST, as Independent Executrix of my estate. In the event that my wife, SHIRLEY LOUISE PULLIN WEST, shall predecease me or fail or refuse to qualify, or die, resign, or become unable to serve during the administration of my estate, I hereby nominate, constitute and appoint my daughter, VALERIE LYNNE WEST ANDREWS, as Independent Executrix, and all the powers, duties and responsibilities granted and imposed upon SHIRLEY LOUISE PULLIN WEST shall devolve upon and be exercised by VALERIE LYNNE WEST ANDREWS. In the event that my daughter, VALERIE LYNNE WEST ANDREWS, shall predecease me or fail or refuse to qualify, or die, resign, or become unable to serve during the administration of my estate, I hereby nominate, constitute and appoint my son, MATTHEW KANE WEST, as Independent Executor, and all the powers, duties and responsibilities granted and imposed upon VALERIE LYNNE WEST ANDREWS shall devolve upon and be exercised by MATTHEW KANE WEST.



B. If any individual Independent Executor or Executrix becomes unable to discharge his or her duties under this Will because of accident, physical or mental illness or deterioration, or other cause and does not resign, then upon certification in a form sufficient for the recording of a deed in the State of Texas by two medical doctors (neither of whom is a beneficiary under this Will) affirming that each has examined the Independent Executor or Executrix and that each has concluded, based on such examination, that the Independent Executor or Executrix is unable to discharge his or her duties under this Will, the Independent Executor or Executrix shall cease to serve, as if he or she had resigned, effective the date of the certification.

C. It is my will and desire and I hereby direct that in the administration of my estate, my Independent Executrix or any successor shall not be required to furnish any bond of any kind and that no action shall be had in any court in the administration of my estate other than the probating of this, my Last Will and Testament, and the filing of any Inventory, Appraisement and List of Claims of my estate that may be required.

IX. POWERS OF EXECUTOR

The estate created or arising by virtue of my death and this instrument, my Last Will and Testament, shall be governed by and administered in accordance with the following provisions:

A. I hereby grant unto my Independent Executrix or any successor named above, full power and authority over any and all of my estate and they are hereby authorized to sell, manage, and dispose of the same or any part thereof, and in connection with any such sale or transaction, make, execute and deliver proper deeds, assignments and other written instruments and to do any and all things proper or necessary in the orderly handling and management of my estate.

B. My Independent Executrix or any successor named above, shall have full power and authority to compromise, settle and adjust any and all debts, claims and taxes which may be due from or owing by my estate.

C. My Independent Executrix or any successor named above, shall have full power and authority to deal with any person, firm, or corporation including any trusts or trust estate created by this, my Last Will and Testament.

D. My Independent Executrix or any successor named above, shall have full power to borrow money at any time and in any amount from time to time for the benefit of my estate, from any person, firm, or corporation or from any bank or trust company and to secure the loan or loans by pledge, deed of trust, mortgage or other encumbrances on the



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