

BaylessStokes E-Mail

From: "Summer Peoples" <Summer@vacek.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Cc: "Chip Mathews Gmail" <texlawyer@gmail.com>
Sent: Tuesday, March 20, 2012 5:21 PM
Attach: Ltr to Bayless 3.20.12.pdf; Will - Nelva.pdf; Will - Elmer.pdf
Subject: Brunsting Estate
Ms. Bayless:

Attached is a copy of the letter addressed to you from Mrs. Freed along with copies of the signed Wills for both Elmer and Nelva Brunsting. Originals are following via regular post mail. These copies are provided to you in advance for your convenience.

Thanks,

Summer Peoples, CP
Certified Paralegal

Vacek & Freed, PLLC
11777 Katy Freeway, Suite 300 South
Houston, Texas 77079
Telephone: 281.531.5800
Toll Free: 1.800.229.3002
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P13225

7/31/2013

VACEK & FREED, PLLC

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March 20, 2012

Ms. Bobbie Grace Bayless
Bayless & Stokes
2931 Ferndale
Houston, Texas 77098

Re: Last Will of ELMER H. BRUNSTING and
Last Will of NELVA E. BRUNSTING

Dear Ms. Bayless:

Pursuant to your request received in our office on March 16, 2012, enclosed are copies of the above-referenced original instruments in our possession, as follows:

1. Copy of original blue-backed Last Will of ELMER H. BRUNSTING signed January 12, 2005.
2. Copy of original blue-backed Last Will of NELVA E. BRUNSTING signed January 12, 2005.

Upon the death of Elmer H. Brunsting, no administration was deemed necessary by Ms. Nelva Brunsting, the named personal representative in the Last Will of Elmer H. Brunsting. Ms. Nelva Brunsting passed away in November of 2011 and the Last Will of Nelva E. Brunsting has not been offered for probate, and none is anticipated at this time.

I can certainly send a runner down to the clerk's office and have them filed under Section 75 of the probate code, if you believe it is necessary.

Sincerely,

Candace L. Kunz-Freed
Candace L. Kunz-Freed

/clf
Enclosures

cc: Anita Brunsting, Co-Trustee (via e-mail)
Amy Brunsting, Co-Trustee (via e-mail)

P13226

**LAST WILL
OF
NELVA E. BRUNSTING**

I, NELVA ERLEEN BRUNSTING, also known as NELVA E. BRUNSTING, of Harris County, Texas, make this Will and revoke all of my prior wills and codicils.

Article I

My Family

I am married and my spouse's name is ELMER H. BRUNSTING.

All references to "my spouse" in my Will are to ELMER H. BRUNSTING.

The names and birth dates of my children are:

<u>Name</u>	<u>Birth Date</u>
CANDACE LOUISE CURTIS	March 12, 1953
CAROL ANN BRUNSTING	October 16, 1954
CARL HENRY BRUNSTING	July 31, 1957
AMY RUTH TSCHIRHART	October 7, 1961
ANITA KAY RILEY	August 7, 1963

All references to my children in my will are to these children, as well as any children subsequently born to me, or legally adopted by me.

Article II

Testamentary Gifts

I give, devise and bequeath all of my property and estate, real, personal or mixed, wherever situated, to my revocable living trust; the name of my revocable living trust is:

ELMER H. BRUNSTING or NELVA E. BRUNSTING,
Trustees, or the successor Trustees, under the BRUNSTING
FAMILY LIVING TRUST dated October 10, 1996, as
amended.

All of such property and estate shall be held, managed, and distributed as directed in such trust. The exact terms of the BRUNSTING FAMILY LIVING TRUST will govern the administration of my estate and the distribution of income and principal during administration. It is my intent and purpose that the tax planning provisions of the BRUNSTING FAMILY LIVING TRUST apply, and that my estate pass for the benefit of my family with the least possible amount of death taxes.

If my revocable living trust is not in effect at my death for any reason whatsoever, then all of my property shall be disposed of under the terms of my revocable living trust as if it were in full force and effect on the date of my death, and such terms are hereby incorporated herein for all purposes.

Article III

Appointment of Personal Representative

I appoint ELMER H. BRUNSTING as my Personal Representative. In the event ELMER H. BRUNSTING fails or ceases to serve for any reason, I appoint the following individuals as my Personal Representative to serve in the following order:

First, CARL HENRY BRUNSTING

Second, AMY RUTH TSCHIRHART

Third, CANDACE LOUISE CURTIS

The term "Personal Representative" will mean and refer to the office of Independent Executor and Trustee collectively. Reference to Personal Representative in the singular will include the plural, the masculine will include the feminine, and the term is to be construed in context. A Personal Representative will not be required to furnish a fiduciary bond or other security. I direct that no action be required in the county or probate court in relation

to the settlement of my estate other than the probate and recording of my Will and the return of an inventory, appraisal and list of claims as required by law.

Article IV

Payment of Debts, Taxes, Settlement Costs and Exercise of Elections

The following directions concern the payment of debts, taxes, estate settlement costs, and the exercise of any election permitted by Texas law or by the Internal Revenue Code. The Personal Representative of my estate and the Trustee of the BRUNSTING FAMILY LIVING TRUST may act jointly and may treat the property of my estate subject to probate and the property of the BRUNSTING FAMILY LIVING TRUST as one fund for the purpose of paying debts, taxes, estate settlement costs, and making of elections.

Section A. Payment of Indebtedness and Settlement Costs

The Personal Representative will have the discretionary authority to pay from my estate subject to probate the costs reasonably and lawfully required to settle my estate.

Section B. Special Bequests

If property given as a special bequest or gift is subject to a mortgage or other security interest, the designated recipient of the property will take the asset subject to the obligation and the recipient's assumption of the indebtedness upon distribution of the asset to the recipient. The obligation to be assumed shall be the principal balance of the indebtedness on date of death, and the Personal Representative shall be entitled to reimbursement or offset for principal and interest payments paid by my estate to date of distribution.

Section C. Estate, Generation Skipping, or Other Death Tax

Unless otherwise provided in this will or by the terms of the BRUNSTING FAMILY LIVING TRUST, estate, inheritance, succession, or other similar tax shall be charged to and apportioned among those whose gifts or distributive share generate a death tax liability by reason of my death or by reason of a taxable termination or a taxable distribution under the generation skipping provisions of the Internal Revenue Code. To the extent I may lawfully provide, the Personal Representative may pay and deduct from a beneficiary's distributive share (whether the distribution is to be paid outright or is to be continued in trust) the increment in taxes payable by reason of a required distribution or termination of interest

(i.e., estate, gift, inheritance, or generation skipping taxes) to the extent that the total of such taxes payable by reason of a distribution or termination is greater than the tax which would have been imposed if the property or interest subject to the distribution or termination of interest has not been taken into account in determining the amount of such tax. To the extent a tax liability results from the distribution of property to a beneficiary other than under this will or under the BRUNSTING FAMILY LIVING TRUST, the Personal Representative will have the authority to reduce any distribution to the beneficiary from my estate by the amount of the tax liability apportioned to the beneficiary, or if the distribution is insufficient, the Personal Representative will have the authority to proceed against the beneficiary for his, her, or its share of the tax liability. In making an allocation, my Personal Representative may consider all property included in my gross estate for federal estate tax purposes, including all amounts paid or payable to another as the result of my death, including life insurance proceeds, proceeds from a qualified retirement plan or account, proceeds from a joint and survivorship account with a financial institution or brokerage company, proceeds from a buy-sell or redemption contract, and/or any other plan or policy which provides for a payment of death benefits. This provision further contemplates and includes any tax which results from the inclusion of a prior transfer in my federal gross estate even though possession of the property previously transferred is vested in someone other than my Personal Representative. This provision does not include a reduction in the unified credit by reason of taxable gifts made by me. If the Personal Representative determines that collection of an apportioned tax liability against another is not economically feasible or probable, the tax liability will be paid by my estate and will reduce the amount distributable to the residuary beneficiaries. The Personal Representative's judgment with regard to the feasibility of collection is to be conclusive.

Section D. Election, Qualified Terminable Interest Property

The Personal Representative may, without liability for doing so or the failure to do so, elect to treat all or a part of my estate which passes in trust for ELMER H. BRUNSTING under the BRUNSTING FAMILY LIVING TRUST, in which ELMER H. BRUNSTING has an income right for life, as Qualified Terminable Interest Property pursuant to the requirements of Section 2056(b)(7) of the Internal Revenue Code. To the extent that an election is made, and unless ELMER H. BRUNSTING shall issue a direction to the contrary, the Trustee of the BRUNSTING FAMILY LIVING TRUST will pay from the irrevocable share the entire increment in the taxes payable by reason of the death of ELMER H. BRUNSTING to the extent that the total of such taxes is greater than would have been imposed if the property treated as qualified terminable interest property has not been taken into account in determining such taxes. It is my intent and purpose to provide my Personal Representative with the greatest latitude in making this election so that the least amount of federal estate tax will be payable upon my death and upon the death of ELMER H. BRUNSTING, and this

provision is to be applied and construed to accomplish this objective. The Personal Representative is to make distributions of income and principal to the Trustee of the BRUNSTING FAMILY LIVING TRUST until my total estate subject to probate and administration is distributed to the Trustee of the BRUNSTING FAMILY LIVING TRUST.

Section E. Special Election for Qualified Terminable Interest Property

For the purpose of identifying the "transferor" in allocating a GST exemption, my estate may elect to treat all of the property which passes in trust to a surviving spouse for which a marital deduction is allowed, by reason of Section 2056(b)(7) of the Internal Revenue Code, as if the election to be treated as Qualified Terminable Interest Property had not been made. Reference to the "Special Election For Qualified Terminable Interest Property" will mean and identify the election provided by Section 2652(a)(2) of the Internal Revenue Code. The term "GST Exemption" or "GST Exemption Amount" is the dollar amount of property which may pass as generation skipping transfers under Subtitle B, Chapter 13, of the Internal Revenue Code of 1986 (entitled "Tax on Generation Skipping Transfers") which is exempt from the generation-skipping tax.

Section F. Elective Deductions

The Personal Representative will have the discretionary authority to claim any obligation, expense, cost or loss as a deduction against either estate tax or income tax, or to make any election provided by Texas law, the Internal Revenue Code, or other applicable law, and the Personal Representative's decision will be conclusive and binding upon all interested parties and shall be effective without obligation to make an equitable adjustment or apportionment between or among the beneficiaries of my estate or the estate of a deceased beneficiary.

Article V

Service of the Personal Representative

A Personal Representative may exercise, without court supervision (or the least supervision permitted by law), all powers and authority given to executors and trustees by the laws of the State of Texas and by this will.

Section A. Possession, Assets, Records

My Personal Representative will have the authority to take possession of the property of my estate and the right to obtain and possess as custodian any and all documents and records relating to the ownership of property.

Section B. Retain Property in Form Received, Sale

My Personal Representative will have authority to retain, without liability, any and all property in the form in which it is received by the Personal Representative without regard to its productivity or the proportion that any one asset or class of assets may bear to the whole. My Personal Representative will not have liability nor responsibility for loss of income from or depreciation in the value of property which was retained in the form which the Personal Representative received them. My Personal Representative will have the authority to acquire, hold, and sell undivided interests in property, both real and personal, including undivided interests in business or investment property.

Section C. Investment Authority

My Personal Representative will have discretionary investment authority, and will not be liable for loss of income or depreciation on the value of an investment if, at the time the investment was made and under the facts and circumstances then existing, the investment was reasonable.

Section D. Power of Sale, Other Disposition

My Personal Representative will have the authority at any time and from time to time to sell, exchange, lease and/or otherwise dispose of legal and equitable title to any property upon such terms and conditions, and for such consideration, as my representative will consider reasonable. The execution of any document of conveyance, or lease by the Personal Representative will be sufficient to transfer complete title to the interest conveyed without the joinder, ratification, or consent of any person beneficially interested in the property, the estate, or trust. No purchaser, tenant, transferee or obligor will have any obligation whatsoever to see to the application of payments made to my Personal Representative. My Personal Representative will also have the authority to borrow or lend money, secured or unsecured, upon such terms and conditions and for such reasons as may be perceived as reasonable at the time the loan was made or obtained.

Section E. Partial, Final Distributions

My Personal Representative, in making or preparing to make a partial or final distribution from the estate or a trust, will prepare an accounting and may require, as a condition to payment, a written and acknowledged statement from each distributee that the accounting has been thoroughly examined and accepted as correct; a discharge of the Personal Representative; a release from any loss, liability, claim or question concerning the exercise of due care, skill, and prudence of the Personal Representative in the management, investment, retention, and distribution of property during the representative's term of service, except for any undisclosed error or omission having basis in fraud or bad faith; and an indemnity of the Personal Representative, to include the payment of attorneys' fees, from any asserted claim of any taxing agency, governmental authority, or other claimant. Any beneficiary having a question or potential claim may require an audit of the estate or trust as an expense of administration. Failure to require the audit prior to written acceptance of the Personal Representative's report, or the acceptance of payment, will operate as a final release and discharge of the Personal Representative except as to any error or omission having basis in fraud or bad faith.

Section F. Partition, Undivided Interests

My Personal Representative, in making or preparing to make a partial or final distribution from the estate or a trust, will have the authority (1) to partition any asset or class of assets and deliver divided and segregated interests to beneficiaries; (2) to sell any asset or class of assets (whether or not susceptible to partition in kind), and deliver to the beneficiaries a divided interest in the proceeds of sale and/or a divided or undivided interest in any note and security arrangement taken as part of the purchase price; and/or (3) to deliver undivided interests in an asset or class of assets of the beneficiaries subject to any indebtedness which may be secured by the property.

Section G. Accounting

My Personal Representative will render at least annually a statement of account showing receipts, disbursements, and distributions of both principal and income during the period of accounting and a statement of the invested and uninvested principal and the undistributed income at the time of such statement.

Section H. Protection of Beneficiaries

No beneficiary will have the power to anticipate, encumber or transfer any interest in my estate. No part of my estate or any trust will be liable for or charged with any debts,

contracts, liabilities or torts of a beneficiary or be subject to seizure or other process by any creditor of a beneficiary.

Section I. Consultants, Professional Assistance

My Personal Representative will have the authority to employ such consultants and professional help as needed to assist with the prudent administration of the estate and any trust. Any representative, other than a corporate fiduciary, may delegate, by an agency agreement or otherwise, to any state or national banking corporation with trust powers any one or more of the following administrative functions: custody and safekeeping of assets; record keeping and accounting, including accounting reports to beneficiaries; and/or investment authority. The expense of the agency, or other arrangement, will be paid as an expense of administration.

Section J. Compensation

Any person who serves as Personal Representative may elect to receive a reasonable compensation, reasonable compensation to be measured by the time required in the administration of the estate or a trust and the responsibility assumed in the discharge of the duties of office. The fee schedules of area trust departments prescribing fees for the same or similar services may be used to establish reasonable compensation. A corporate or banking trustee will be entitled to receive as its compensation such fees as are then prescribed by its published schedule of charges for estates or trusts of similar size and nature and additional compensation for extraordinary services performed by the corporate representative. My Personal Representative will be entitled to full reimbursement for expenses, costs, or other obligations incurred as the result of service, including attorney's, accountant's and other professional fees.

Section K. Documenting Succession

A person serving as Personal Representative may fail or cease to serve by reason of death, resignation or legal disability. Succession may be documented by an affidavit of fact prepared by the successor, filed of record in the probate or deed records of the county in which this will is admitted to probate. The public and all persons interested in or dealing with my Personal Representative may rely upon the evidence of succession provided by a certified copy of the recorded affidavit, and I bind my estate and those who are its beneficial owners to indemnify and hold harmless any person, firm, or agency from any loss sustained in relying upon the recorded affidavit.

Article VI

No-Contest Requirements

I vest in my Personal Representative the authority to construe this will and to resolve all matters pertaining to disputed issues or controverted claims. I do not want to burden my estate with the cost of a litigated proceeding to resolve questions of law or fact unless that proceeding is originated by my Personal Representative or with the Personal Representative's written permission. Any other person, agency or organization who originates (or who shall cause to be instituted) a judicial proceeding to construe or contest this will or to resolve any claim or controversy in the nature of reimbursement, constructive or resulting trust or other theory which, if assumed as true, would enlarge (or originate) the claimant's interest in my estate, will forfeit any amount to which that person, agency or organization is or may be entitled, and the interest of any such litigant or contestant will pass as if he or she or it had predeceased me.

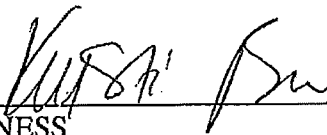
These directions will apply even though the person, agency or organization shall be found by a court of law to have originated the judicial proceeding in good faith and with probable cause, and even though the proceeding may seek nothing more than to construe the application of this no-contest provision. However, the no-contest provision is to be limited in application as to any claim filed by ELMER H. BRUNSTING, to the exclusion thereof if necessary, to the extent it may deny my estate the benefit of the federal estate tax marital deduction.

THIS WILL is signed by me in the presence of two (2) witnesses, and signed by the witnesses in my presence on January 12, 2005.


NELVA E. BRUNSTING


The foregoing Will was, on the day and year written above, published and declared by NELVA E. BRUNSTING in our presence to be her Will. We, in her presence and at her request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

We declare that at the time of our attestation of this Will, NELVA E. BRUNSTING was, according to our best knowledge and belief, of sound mind and memory and under no undue duress or constraint.



WITNESS

Krysti Brull
11511 Katy Freeway, Suite 520
Houston, Texas 77079



WITNESS

April Driskell
11511 Katy Freeway, Suite 520
Houston, Texas 77079

SELF-PROVING AFFIDAVIT

STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared NELVA E. BRUNSTING, Kristi Brun and April Priskew, known to me to be the Testatrix 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 NELVA E. BRUNSTING, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed; and the said witnesses, each on his or her oath stated to me, in the presence and hearing of the said Testatrix that the said Testatrix had declared to them that the said instrument is her Last Will and Testament, and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time eighteen years of age or over (or being under such age, was or had been lawfully married, or was then a member of the armed forces of the United States or of an auxiliary thereof or of the Maritime Service) and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

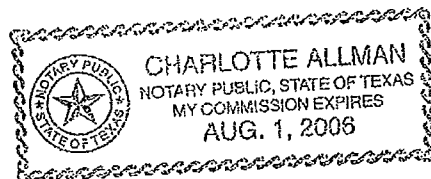
Nelva E. Brunsting
NELVA E. BRUNSTING

Kristi Brun
WITNESS

April Priskew
WITNESS

Subscribed and sworn to before me by the said NELVA E. BRUNSTING, the Testatrix, and by the said Kristi Brun and April Priskew, witnesses, on January 12, 2005.

Charlotte Allman
Notary Public, State of Texas



**LAST WILL
OF
ELMER H. BRUNSTING**

I, ELMER HENRY BRUNSTING, also known as ELMER H. BRUNSTING, of Harris County, Texas, make this Will and revoke all of my prior wills and codicils.

Article I

My Family

I am married and my spouse's name is NELVA E. BRUNSTING.

All references to "my spouse" in my Will are to NELVA E. BRUNSTING.

The names and birth dates of my children are:

<u>Name</u>	<u>Birth Date</u>
CANDACE LOUISE CURTIS	March 12, 1953
CAROL ANN BRUNSTING	October 16, 1954
CARL HENRY BRUNSTING	July 31, 1957
AMY RUTH TSCHIRHART	October 7, 1961
ANITA KAY RILEY	August 7, 1963

All references to my children in my will are to these children, as well as any children subsequently born to me, or legally adopted by me.

Article II

Testamentary Gifts

I give, devise and bequeath all of my property and estate, real, personal or mixed, wherever situated, to my revocable living trust; the name of my revocable living trust is:

ELMER H. BRUNSTING or NELVA E. BRUNSTING,
Trustees, or the successor Trustees, under the BRUNSTING
FAMILY LIVING TRUST dated October 10, 1996, as
amended.

All of such property and estate shall be held, managed, and distributed as directed in such trust. The exact terms of the BRUNSTING FAMILY LIVING TRUST will govern the administration of my estate and the distribution of income and principal during administration. It is my intent and purpose that the tax planning provisions of the BRUNSTING FAMILY LIVING TRUST apply, and that my estate pass for the benefit of my family with the least possible amount of death taxes.

If my revocable living trust is not in effect at my death for any reason whatsoever, then all of my property shall be disposed of under the terms of my revocable living trust as if it were in full force and effect on the date of my death, and such terms are hereby incorporated herein for all purposes.

Article III

Appointment of Personal Representative

I appoint NELVA E. BRUNSTING as my Personal Representative. In the event NELVA E. BRUNSTING fails or ceases to serve for any reason, I appoint the following individuals as my Personal Representative to serve in the following order:

First, CARL HENRY BRUNSTING

Second, AMY RUTH TSCHIRHART

Third, CANDACE LOUISE CURTIS

The term "Personal Representative" will mean and refer to the office of Independent Executor and Trustee collectively. Reference to Personal Representative in the singular will include the plural, the masculine will include the feminine, and the term is to be construed in context. A Personal Representative will not be required to furnish a fiduciary bond or other security. I direct that no action be required in the county or probate court in relation

to the settlement of my estate other than the probate and recording of my Will and the return of an inventory, appraisal and list of claims as required by law.

Article IV

Payment of Debts, Taxes, Settlement Costs and Exercise of Elections

The following directions concern the payment of debts, taxes, estate settlement costs, and the exercise of any election permitted by Texas law or by the Internal Revenue Code. The Personal Representative of my estate and the Trustee of the BRUNSTING FAMILY LIVING TRUST may act jointly and may treat the property of my estate subject to probate and the property of the BRUNSTING FAMILY LIVING TRUST as one fund for the purpose of paying debts, taxes, estate settlement costs, and making of elections.

Section A. Payment of Indebtedness and Settlement Costs

The Personal Representative will have the discretionary authority to pay from my estate subject to probate the costs reasonably and lawfully required to settle my estate.

Section B. Special Bequests

If property given as a special bequest or gift is subject to a mortgage or other security interest, the designated recipient of the property will take the asset subject to the obligation and the recipient's assumption of the indebtedness upon distribution of the asset to the recipient. The obligation to be assumed shall be the principal balance of the indebtedness on date of death, and the Personal Representative shall be entitled to reimbursement or offset for principal and interest payments paid by my estate to date of distribution.

Section C. Estate, Generation Skipping, or Other Death Tax

Unless otherwise provided in this will or by the terms of the BRUNSTING FAMILY LIVING TRUST, estate, inheritance, succession, or other similar tax shall be charged to and apportioned among those whose gifts or distributive share generate a death tax liability by reason of my death or by reason of a taxable termination or a taxable distribution under the generation skipping provisions of the Internal Revenue Code. To the extent I may lawfully provide, the Personal Representative may pay and deduct from a beneficiary's distributive share (whether the distribution is to be paid outright or is to be continued in trust) the increment in taxes payable by reason of a required distribution or termination of interest

(i.e., estate, gift, inheritance, or generation skipping taxes) to the extent that the total of such taxes payable by reason of a distribution or termination is greater than the tax which would have been imposed if the property or interest subject to the distribution or termination of interest has not been taken into account in determining the amount of such tax. To the extent a tax liability results from the distribution of property to a beneficiary other than under this will or under the BRUNSTING FAMILY LIVING TRUST, the Personal Representative will have the authority to reduce any distribution to the beneficiary from my estate by the amount of the tax liability apportioned to the beneficiary, or if the distribution is insufficient, the Personal Representative will have the authority to proceed against the beneficiary for his, her, or its share of the tax liability. In making an allocation, my Personal Representative may consider all property included in my gross estate for federal estate tax purposes, including all amounts paid or payable to another as the result of my death, including life insurance proceeds, proceeds from a qualified retirement plan or account, proceeds from a joint and survivorship account with a financial institution or brokerage company, proceeds from a buy-sell or redemption contract, and/or any other plan or policy which provides for a payment of death benefits. This provision further contemplates and includes any tax which results from the inclusion of a prior transfer in my federal gross estate even though possession of the property previously transferred is vested in someone other than my Personal Representative. This provision does not include a reduction in the unified credit by reason of taxable gifts made by me. If the Personal Representative determines that collection of an apportioned tax liability against another is not economically feasible or probable, the tax liability will be paid by my estate and will reduce the amount distributable to the residuary beneficiaries. The Personal Representative's judgment with regard to the feasibility of collection is to be conclusive.

Section D. Election, Qualified Terminable Interest Property

The Personal Representative may, without liability for doing so or the failure to do so, elect to treat all or a part of my estate which passes in trust for NELVA E. BRUNSTING under the BRUNSTING FAMILY LIVING TRUST, in which NELVA E. BRUNSTING has an income right for life, as Qualified Terminable Interest Property pursuant to the requirements of Section 2056(b)(7) of the Internal Revenue Code. To the extent that an election is made, and unless NELVA E. BRUNSTING shall issue a direction to the contrary, the Trustee of the BRUNSTING FAMILY LIVING TRUST will pay from the irrevocable share the entire increment in the taxes payable by reason of the death of NELVA E. BRUNSTING to the extent that the total of such taxes is greater than would have been imposed if the property treated as qualified terminable interest property has not been taken into account in determining such taxes. It is my intent and purpose to provide my Personal Representative with the greatest latitude in making this election so that the least amount of federal estate tax will be payable upon my death and upon the death of NELVA E. BRUNSTING, and this

provision is to be applied and construed to accomplish this objective. The Personal Representative is to make distributions of income and principal to the Trustee of the BRUNSTING FAMILY LIVING TRUST until my total estate subject to probate and administration is distributed to the Trustee of the BRUNSTING FAMILY LIVING TRUST.

Section E. Special Election for Qualified Terminable Interest Property

For the purpose of identifying the "transferor" in allocating a GST exemption, my estate may elect to treat all of the property which passes in trust to a surviving spouse for which a marital deduction is allowed, by reason of Section 2056(b)(7) of the Internal Revenue Code, as if the election to be treated as Qualified Terminable Interest Property had not been made. Reference to the "Special Election For Qualified Terminable Interest Property" will mean and identify the election provided by Section 2652(a)(2) of the Internal Revenue Code. The term "GST Exemption" or "GST Exemption Amount" is the dollar amount of property which may pass as generation skipping transfers under Subtitle B, Chapter 13, of the Internal Revenue Code of 1986 (entitled "Tax on Generation Skipping Transfers") which is exempt from the generation-skipping tax.

Section F. Elective Deductions

The Personal Representative will have the discretionary authority to claim any obligation, expense, cost or loss as a deduction against either estate tax or income tax, or to make any election provided by Texas law, the Internal Revenue Code, or other applicable law, and the Personal Representative's decision will be conclusive and binding upon all interested parties and shall be effective without obligation to make an equitable adjustment or apportionment between or among the beneficiaries of my estate or the estate of a deceased beneficiary.

Article V

Service of the Personal Representative

A Personal Representative may exercise, without court supervision (or the least supervision permitted by law), all powers and authority given to executors and trustees by the laws of the State of Texas and by this will.

Section A. Possession, Assets, Records

My Personal Representative will have the authority to take possession of the property of my estate and the right to obtain and possess as custodian any and all documents and records relating to the ownership of property.

Section B. Retain Property in Form Received, Sale

My Personal Representative will have authority to retain, without liability, any and all property in the form in which it is received by the Personal Representative without regard to its productivity or the proportion that any one asset or class of assets may bear to the whole. My Personal Representative will not have liability nor responsibility for loss of income from or depreciation in the value of property which was retained in the form which the Personal Representative received them. My Personal Representative will have the authority to acquire, hold, and sell undivided interests in property, both real and personal, including undivided interests in business or investment property.

Section C. Investment Authority

My Personal Representative will have discretionary investment authority, and will not be liable for loss of income or depreciation on the value of an investment if, at the time the investment was made and under the facts and circumstances then existing, the investment was reasonable.

Section D. Power of Sale, Other Disposition

My Personal Representative will have the authority at any time and from time to time to sell, exchange, lease and/or otherwise dispose of legal and equitable title to any property upon such terms and conditions, and for such consideration, as my representative will consider reasonable. The execution of any document of conveyance, or lease by the Personal Representative will be sufficient to transfer complete title to the interest conveyed without the joinder, ratification, or consent of any person beneficially interested in the property, the estate, or trust. No purchaser, tenant, transferee or obligor will have any obligation whatsoever to see to the application of payments made to my Personal Representative. My Personal Representative will also have the authority to borrow or lend money, secured or unsecured, upon such terms and conditions and for such reasons as may be perceived as reasonable at the time the loan was made or obtained.

Section E. Partial, Final Distributions

My Personal Representative, in making or preparing to make a partial or final distribution from the estate or a trust, will prepare an accounting and may require, as a condition to payment, a written and acknowledged statement from each distributee that the accounting has been thoroughly examined and accepted as correct; a discharge of the Personal Representative; a release from any loss, liability, claim or question concerning the exercise of due care, skill, and prudence of the Personal Representative in the management, investment, retention, and distribution of property during the representative's term of service, except for any undisclosed error or omission having basis in fraud or bad faith; and an indemnity of the Personal Representative, to include the payment of attorneys' fees, from any asserted claim of any taxing agency, governmental authority, or other claimant. Any beneficiary having a question or potential claim may require an audit of the estate or trust as an expense of administration. Failure to require the audit prior to written acceptance of the Personal Representative's report, or the acceptance of payment, will operate as a final release and discharge of the Personal Representative except as to any error or omission having basis in fraud or bad faith.

Section F. Partition, Undivided Interests

My Personal Representative, in making or preparing to make a partial or final distribution from the estate or a trust, will have the authority (1) to partition any asset or class of assets and deliver divided and segregated interests to beneficiaries; (2) to sell any asset or class of assets (whether or not susceptible to partition in kind), and deliver to the beneficiaries a divided interest in the proceeds of sale and/or a divided or undivided interest in any note and security arrangement taken as part of the purchase price; and/or (3) to deliver undivided interests in an asset or class of assets of the beneficiaries subject to any indebtedness which may be secured by the property.

Section G. Accounting

My Personal Representative will render at least annually a statement of account showing receipts, disbursements, and distributions of both principal and income during the period of accounting and a statement of the invested and uninvested principal and the undistributed income at the time of such statement.

Section H. Protection of Beneficiaries

No beneficiary will have the power to anticipate, encumber or transfer any interest in my estate. No part of my estate or any trust will be liable for or charged with any debts,

contracts, liabilities or torts of a beneficiary or be subject to seizure or other process by any creditor of a beneficiary.

Section I. Consultants, Professional Assistance

My Personal Representative will have the authority to employ such consultants and professional help as needed to assist with the prudent administration of the estate and any trust. Any representative, other than a corporate fiduciary, may delegate, by an agency agreement or otherwise, to any state or national banking corporation with trust powers any one or more of the following administrative functions: custody and safekeeping of assets; record keeping and accounting, including accounting reports to beneficiaries; and/or investment authority. The expense of the agency, or other arrangement, will be paid as an expense of administration.

Section J. Compensation

Any person who serves as Personal Representative may elect to receive a reasonable compensation, reasonable compensation to be measured by the time required in the administration of the estate or a trust and the responsibility assumed in the discharge of the duties of office. The fee schedules of area trust departments prescribing fees for the same or similar services may be used to establish reasonable compensation. A corporate or banking trustee will be entitled to receive as its compensation such fees as are then prescribed by its published schedule of charges for estates or trusts of similar size and nature and additional compensation for extraordinary services performed by the corporate representative. My Personal Representative will be entitled to full reimbursement for expenses, costs, or other obligations incurred as the result of service, including attorney's, accountant's and other professional fees.

Section K. Documenting Succession

A person serving as Personal Representative may fail or cease to serve by reason of death, resignation or legal disability. Succession may be documented by an affidavit of fact prepared by the successor, filed of record in the probate or deed records of the county in which this will is admitted to probate. The public and all persons interested in or dealing with my Personal Representative may rely upon the evidence of succession provided by a certified copy of the recorded affidavit, and I bind my estate and those who are its beneficial owners to indemnify and hold harmless any person, firm, or agency from any loss sustained in relying upon the recorded affidavit.

Article VI

No-Contest Requirements

I vest in my Personal Representative the authority to construe this will and to resolve all matters pertaining to disputed issues or controverted claims. I do not want to burden my estate with the cost of a litigated proceeding to resolve questions of law or fact unless that proceeding is originated by my Personal Representative or with the Personal Representative's written permission. Any other person, agency or organization who originates (or who shall cause to be instituted) a judicial proceeding to construe or contest this will or to resolve any claim or controversy in the nature of reimbursement, constructive or resulting trust or other theory which, if assumed as true, would enlarge (or originate) the claimant's interest in my estate, will forfeit any amount to which that person, agency or organization is or may be entitled, and the interest of any such litigant or contestant will pass as if he or she or it had predeceased me.

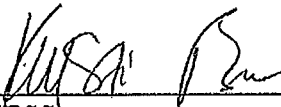
These directions will apply even though the person, agency or organization shall be found by a court of law to have originated the judicial proceeding in good faith and with probable cause, and even though the proceeding may seek nothing more than to construe the application of this no-contest provision. However, the no-contest provision is to be limited in application as to any claim filed by NELVA E. BRUNSTING, to the exclusion thereof if necessary, to the extent it may deny my estate the benefit of the federal estate tax marital deduction.

THIS WILL is signed by me in the presence of two (2) witnesses, and signed by the witnesses in my presence on January 12, 2005.


ELMER H. BRUNSTING

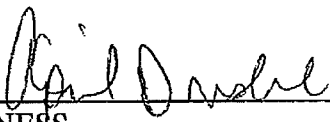
The foregoing Will was, on the day and year written above, published and declared by ELMER H. BRUNSTING in our presence to be his Will. We, in his presence and at his request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

We declare that at the time of our attestation of this Will, ELMER H. BRUNSTING was, according to our best knowledge and belief, of sound mind and memory and under no undue duress or constraint.



WITNESS

Krysti Brull
11511 Katy Freeway, Suite 520
Houston, Texas 77079



WITNESS

April Driskell
11511 Katy Freeway, Suite 520
Houston, Texas 77079

SELF-PROVING AFFIDAVIT

STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared ELMER H. BRUNSTING, Kristi Brun and April Oriskany, 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 ELMER H. BRUNSTING, 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; and the said witnesses, each on his or her oath stated to me, in the presence and hearing of the said Testator that the said Testator had declared to them that the said instrument is his Last Will and Testament, and that he executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testator and at his request; that he was at that time eighteen years of age or over (or being under such age, was or had been lawfully married, or was then a member of the armed forces of the United States or of an auxiliary thereof or of the Maritime Service) and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

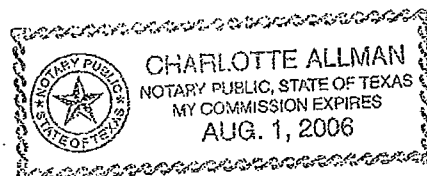
Elmer H. Brunsting
ELMER H. BRUNSTING

Kristi Brun
WITNESS

April Oriskany
WITNESS

Subscribed and sworn to before me by the said ELMER H. BRUNSTING, the Testator, and by the said Kristi Brun and April Oriskany, witnesses, on January 12, 2005.

Charlotte Allman
Notary Public, State of Texas



BaylessStokes E-Mail

From: "Summer Peoples" <Summer@vacek.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Cc: "Chip Mathews Gmail" <texlawyer@gmail.com>
Sent: Thursday, March 22, 2012 11:20 AM
Subject: RE: Brunsting Estate
 Ms. Bayless:

The original Wills were sent via FedEx to the Clerk's Office yesterday.

Thank you,

Summer

From: Bobbie Bayless [mailto:bayless@baylessstokes.com]
Sent: 03/20/2012 5:50 PM
To: Summer Peoples
Cc: Chip Mathews Gmail
Subject: Re: Brunsting Estate

Thanks so much for the response. Since my client is the personal representative currently named in both wills, we are addressing the issue of whether a probate of either estate will be needed. We obviously don't have enough information yet to know what, if anything, is in the estate. For example, I understand an email was sent to the Brunsting siblings today about a possible sale of Nelva Brunsting's vehicle. I don't yet know how that vehicle was titled, and Carl won't be in a position to respond to even that issue without that information.

So, in response to the last paragraph in the letter, the original wills either need to be delivered to me or filed under Section 75 with the probate clerk's office. Please let me know which will be the case.

----- Original Message -----

From: Summer Peoples
To: Bobbie Bayless
Cc: Chip Mathews Gmail
Sent: Tuesday, March 20, 2012 5:21 PM
Subject: Brunsting Estate

Ms. Bayless:

Attached is a copy of the letter addressed to you from Mrs. Freed along with copies of the signed Wills for both Elmer and Nelva Brunsting. Originals are following via regular post mail. These copies are provided to you in advance for your convenience.

Thanks,

Summer Peoples, CP
 Certified Paralegal

Vacek & Freed, PLLC
 11777 Katy Freeway, Suite 300 South
 Houston, Texas 77079
 Telephone: 281.531.5800
 Toll Free: 1.800.229.3002
 Facsimile: 281.531.5885
 E-mail: summer@vacek.com

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7/31/2013

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7/31/2013

BaylessStokes E-Mail

From: "Foley, Zandra" <zfoley@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Sent: Thursday, April 12, 2012 4:04 PM
Subject: RE: Brunsting Hearing on 4/13
sounds like a plan. i'll go over the requests with my client and give you a call thereafter.

thanks,
z

From: Bobbie Bayless [mailto:bayless@baylessstokes.com]
Sent: Tuesday, April 10, 2012 6:18 PM
To: Foley, Zandra
Subject: Brunsting Hearing on 4/13

Chip Mathews and I have talked about documents I want to review, etc. and I have been authorized to postpone Friday's hearing to try to accomplish some of this. The next hearing date we can get is 5/18, so I will be moving the hearing to that date. I will send you an amended notice, but I wanted to give you the "heads up" in case you were trying to put a response together.

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7/31/2013

BaylessStokes E-Mail

From: "Foley, Zandra" <zfoley@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Sent: Wednesday, May 09, 2012 6:37 PM
Subject: Re: Brunsting Hearing on 4/13
No. I've been dealing with personal issues and haven't been in. Can we talk tomorrow afternoon?

Zandra E. Foley
Thompson Coe
Sent from my iPhone

On May 9, 2012, at 6:13 PM, "Bobbie Bayless" <bayless@baylessstokes.com> wrote:

I have emailed you several times since this exchange to find out where things stand but have heard nothing in response to those emails. I assume that means there will be no voluntary exchange of documents and that we will just need to proceed as originally planned when our presuit discovery action was filed.

----- Original Message -----

From: Foley, Zandra
To: Bobbie Bayless
Sent: Tuesday, April 17, 2012 4:38 PM
Subject: Re: Brunsting Hearing on 4/13

I'm meeting with my client tomorrow to go over them.

Sent from my iPad

On Apr 17, 2012, at 3:28 PM, "Bobbie Bayless" <bayless@baylessstokes.com> wrote:

Where do you stand on the document issues?

----- Original Message -----

From: Foley, Zandra
To: Bobbie Bayless
Sent: Thursday, April 12, 2012 4:04 PM
Subject: RE: Brunsting Hearing on 4/13

sounds like a plan. i'll go over the requests with my client and give you a call thereafter.

thanks,
z

From: Bobbie Bayless [mailto:bayless@baylessstokes.com]
Sent: Tuesday, April 10, 2012 6:18 PM
To: Foley, Zandra
Subject: Brunsting Hearing on 4/13

Chip Mathews and I have talked about documents I want to review, etc. and I have

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been authorized to postpone Friday's hearing to try to accomplish some of this. The next hearing date we can get is 5/18, so I will be moving the hearing to that date. I will send you an amended notice, but I wanted to give you the "heads up" in case you were trying to put a response together.

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7/31/2013

BaylessStokes E-Mail

From: "McCoy, Mary M." <MMcCoy@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Cc: "Foley, Zandra" <zfoley@thompsoncoe.com>; "Reed, Cory" <CReed@thompsoncoe.com>;
"Augustine, Steven" <SAugustine@thompsoncoe.com>; <MMcCutchen@millsshirley.com>
Sent: Thursday, May 17, 2012 4:31 PM
Attach: V&F 000001 - 101.pdf
Subject: V & F Documents - 1 of 4
Ms. Bayless,

Please find attached the documents as agreed upon. Pursuant to our agreement, you will obtain a new hearing date to handle any issues that remain after your review of these documents.

Ms. McCutchen has reviewed same and has granted us permission to produce these documents on behalf of her clients.

Because the documents are so voluminous I will forward them in separate emails. This is the first of four.

THOMPSON
COE

Mary M. McCoy
Senior Paralegal to Zandra E. Foley
Thompson Coe Cousins & Irons, L.L.P.
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8379 | Fax: 713.403.8299
www.thompsoncoe.com

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7/31/2013

BaylessStokes E-Mail

From: "McCoy, Mary M." <MMcCoy@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Cc: "Foley, Zandra" <zfoley@thompsoncoe.com>; "Reed, Cory" <CReed@thompsoncoe.com>;
"Augustine, Steven" <SAugustine@thompsoncoe.com>; <MMcCutchen@millsshirley.com>
Sent: Thursday, May 17, 2012 4:31 PM
Attach: V&F 000102 - 206.pdf
Subject: V & F Documents - 2 of 4
Ms. Bayless,

Please see attached attached.

THOMPSON Mary M. McCoy
COE Senior Paralegal
Thompson Coe Cousins & Irons, L.L.P.
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8379 | Fax: 713.403.8299
www.thompsoncoe.com

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7/31/2013

BaylessStokes E-Mail

From: "McCoy, Mary M." <MMcCoy@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Sent: Thursday, May 17, 2012 4:33 PM
Attach: V&F 000207 - 251.pdf
Subject: V & F Documents - 3 of 4
Ms. Bayless,

Please see attached attached.

THOMPSON Mary M. McCoy
COE Senior Paralegal
Thompson Coe Cousins & Irons, L.L.P.
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8379 | Fax: 713.403.8299
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7/31/2013

BaylessStokes E-Mail

From: "McCoy, Mary M." <MMcCoy@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Cc: "Foley, Zandra" <zfoley@thompsoncoe.com>; "Reed, Cory" <CReed@thompsoncoe.com>;
"Augustine, Steven" <SAugustine@thompsoncoe.com>; <MMcCutchen@millsshirley.com>
Sent: Thursday, May 17, 2012 4:32 PM
Attach: V&F 000252 - 390.pdf
Subject: V & F Documents - 4 of 4
Ms. Bayless,

Please see attached attached.

THOMPSON Mary M. McCoy
COE Senior Paralegal
Thompson Coe Cousins & Irons, L.L.P.
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8379 | Fax: 713.403.8299
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7/31/2013

BaylessStokes E-Mail

From: "Reed, Cory" <CReed@thompsoncoe.com>
To: "Bobbie Bayless" <bayless@baylessstokes.com>
Sent: Tuesday, July 03, 2012 10:25 AM
Subject: RE: Documents requested from you and your deposition
In the future include me on all correspondence. You should have the privilege log by Thursday.

THOMPSON Cory S. Reed
COE **Thompson Coe Cousins & Irons, L.L.P.**
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8213 | Fax: 713.403.8299
creed@thompsoncoe.com
[bio](#) | [vcard](#) | [web](#)

From: Bobbie Bayless [mailto:bayless@baylessstokes.com]
Sent: Monday, July 02, 2012 5:00 PM
To: Reed, Cory
Subject: Re: Documents requested from you and your deposition

Yes, I sent it to Zandra on 6/19. Here it is again. Any idea where your privilege log stands?

----- Original Message -----

From: [Reed, Cory](#)
To: [Bobbie Bayless](#)
Sent: Monday, July 02, 2012 4:54 PM
Subject: FW: Documents requested from you and your deposition

Bobbie,

Is Carole's deposition still going forward on July 6th? We have not seen an amended notice.

Thanks.

THOMPSON Cory S. Reed
COE **Thompson Coe Cousins & Irons, L.L.P.**
One Riverway | Suite 1600 | Houston, TX 77056
Ph: 713.403.8213 | Fax: 713.403.8299
creed@thompsoncoe.com
[bio](#) | [vcard](#) | [web](#)

From: Bobbie Bayless [mailto:bayless@baylessstokes.com]
Sent: Monday, June 18, 2012 5:33 PM
To: Carole Brunsting
Cc: Maureen Kuzik McCutchen; Foley, Zandra
Subject: Re: Documents requested from you and your deposition

This is not a meeting. This is your deposition which has been ordered by the court. All of the attorneys can be available also on 7/6, but it has to be done either on 7/2 or 7/6.

| ----- Original Message -----

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7/31/2013

From: Carole Brunsting
To: Bobbie Bayless
Cc: Maureen Kuzik McCutchen ; ZandraFoley
Sent: Monday, June 18, 2012 5:30 PM
Subject: Re: Documents requested from you and your deposition

Bobbie,

I would be happy to meet with you however the July 2, 2012 at 9:30 am will not work for me. I work in Finance and the first three business days of the month are very busy and I cannot be away from the office. If you would like to make it for a later date or in evening that would be fine.

Thanks

Carole

--- On Thu, 6/14/12, **Bobbie Bayless** <bayless@baylessstokes.com> wrote:

From: Bobbie Bayless <bayless@baylessstokes.com>
Subject: Documents requested from you and your deposition
To: "Carole Brunsting" <cbrunsting@sbcglobal.net>
Cc: "Maureen Kuzik McCutchen" <MMcCutchen@millsshirley.com>, "Foley, Zandra" <zfoley@thompsoncoe.com>
Date: Thursday, June 14, 2012, 4:25 PM

Ms. Brunsting--attached is my letter, with enclosures, relating to documents which have been requested from your and your deposition which I have scheduled for July 2, 2012 at 9:30 am.

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7/31/2013