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OKLAHOMA CITY, OKLA
FEB 23 1983
DAN GRAY, Court Clerk
By Log ROBSON
DEPUTY

LAST WILL AND TESTAMENT
OF
JOHN R. LITTLE

July, 1980

Prepared By:

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of
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Inst # 1996-25615

08/08/1996-25615
01:50 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 MCD 38.50

LAST WILL AND TESTAMENT

OF

JOHN R. LITTLE

KNOW ALL MEN BY THESE PRESENTS:

I, John R. Little, of the City of Oklahoma City, State of Oklahoma, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this my Last Will and Testament, and hereby revoke any and all other Wills and Codicils heretofore made by me. I further declare that I am presently married and my spouse's name is Ruby O. Little, and that I have two children, John R. Little, Jr. and James M. Little, both being of legal age.

ARTICLE ONE

I direct my Executrix, hereinafter named, or her successor, to pay out of my estate, all of my legal debts, including the expenses of my last illness and funeral expenses, except that the payment of any debts secured by a mortgage or pledge of real or personal property may be postponed, at the discretion of my Executrix or her successor.

ARTICLE TWO

(a) I hereby give, devise and bequeath all the rest, residue and remainder of my estate, of every kind, character and description, real, personal and mixed, and wheresoever situated to my Trustees, Ruby O. Little and James M. Little, in trust, for the uses and purposes and subject to the terms

John R. Little
PAGE ONE OF MY WILL

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and conditions hereinafter set forth.

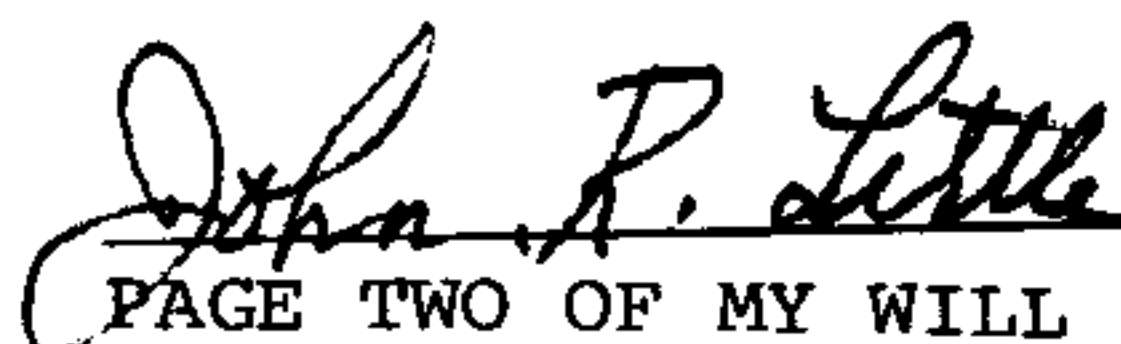
(b) I hereby nominate, constitute and appoint Ruby O. Little and James M. Little, both of Oklahoma City, as Trustees of the trust herein created, without bonds and to act without supervision of any court, nor is it necessary to obtain permission from, or confirmation of any court for any act they may do. In the event of the death of incapacity of either, the survivor may serve alone.

(c) Any trust created herein shall terminate when all of the assets shall have been fully distributed as hereinafter provided, which date of termination shall not, in any event, be later than twenty-one (21) years after the death of the last survivor of the beneficiaries in being at the time of my death. In the event of termination under the provisions of this paragraph, the entire principal of the trust together with any undistributed income therefrom shall be distributed to those persons entitled to take under the provisions herein set forth, regardless of any other provisions herein contained.

(d) If my wife, Ruby O. Little, survives me, then my Executrix shall place all the assets of my estate into trust with the Trustees herein named as soon as practicable after my death to governed by the provisions herein stated.

(e) The income from the trust shall be paid to my wife, during her lifetime, in quarterly or more convenient installments but not less often than annually.

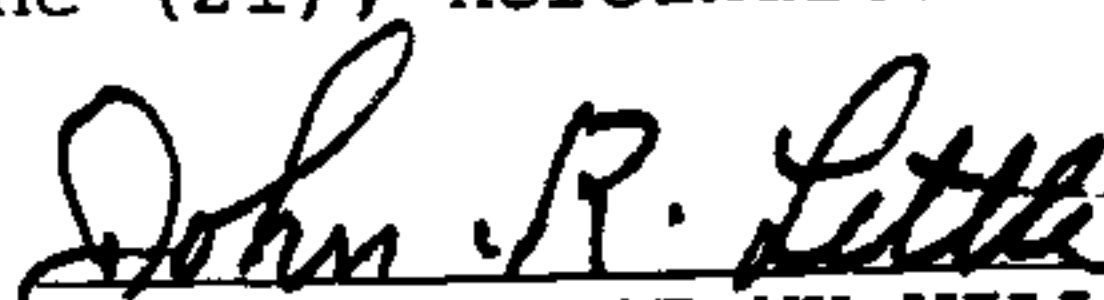
(f) Upon the death of my said wife, Ruby O. Little,


PAGE TWO OF MY WILL

the entire principal assets of the trust together with any undistributed income shall be distributed to my children, John R. Little, Jr. and James M. Little, now living, in equal shares, absolutely and in fee simple, share and share alike, if living, but if any of them shall fail to survive me and shall leave decendants living at the time they are to take hereunder, such decendants shall represent their ancestor and take such ancestor's share per stirpes; otherwise, the share of such deceased child shall lapse and drop out, thereby increasing the share or shares of my other children or such other persons as are designated to receive their share in accordance herewith, as the case may be.

(g) Should my wife, Ruby O. Little, not survive me by at least sixty days, then, and in that event, I give, devise and bequeath the rest, residue and remainder of my estate to my children, John R. Little, Jr. and James M. Little, now living, in equal shares, absolutely and in fee simple, share and share alike, if living, but if any of them shall fail to survive me and shall leave decendants living at the time of my death, such decendants shall represent their ancestor and take such ancestor's share per stirpes; otherwise, the share of such deceased child shall lapse and drop out, thereby increasing the share or shares of my other children or such other persons as are designated to receive their share in accordance herewith, as the case may be.

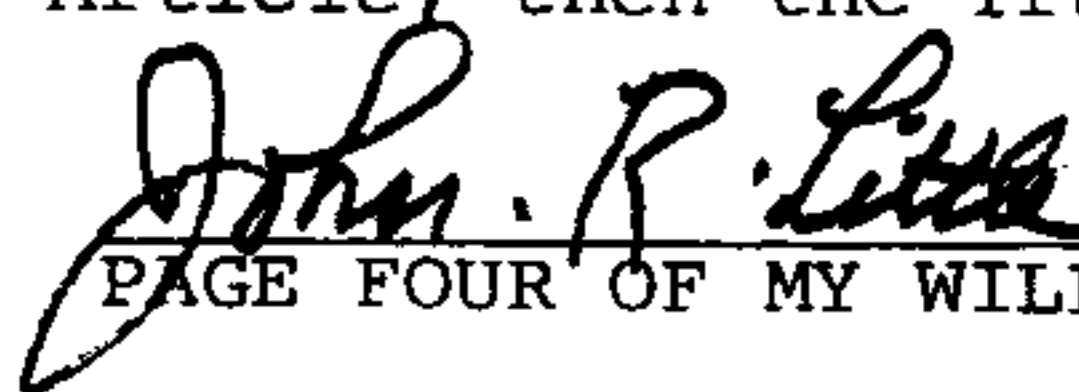
(h) My Trustees shall defer payment of any share of the trust principal or income vesting in and payable to any person or persons under age twenty-one (21), hereinafter called "minor",


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until the minor reaches age twenty-one (21), but the Trustees, in their sole discretion, may apply to the use of such minor so much of the principal and income therefrom as it may deem advisable. My Trustees may make payment of any income or principal applicable to the use of any minor by paying the same to a guardian or other person having the care or control of the minor, whose receipt shall be a full discharge for any such payment or by spending it in such manner as my Trustees, in their sole discretion, believe will benefit such minor, including the payment to the minor directly of such sums as my Trustee may approve as an allowance.

(i) Notwithstanding any provision contained in this Will, my Trustees shall have the power to pay out of the principal of my trust estate created herein, from time to time, such amount or amounts as my Trustees in their sole discretion shall deem advisable to defray the costs or expenses paid or incurred by the income beneficiary of the trust estate herein created on account of any action and to such income beneficiary or any illness or in the case of any other situation arising that may interfere with the income beneficiary maintaining herself in the manner in which she has been accustomed during her lifetime.

(j) In the event any beneficiary is under a legal disability or, though not adjudged incompetent, is, by reason of illness or mental or physical disability, unable, in the opinion of my Trustees, to use or disburse wisely any payment or distribution under the provisions of this Article, then the Trustees may make


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such payments or distributions for the benefit of such beneficiary in such of the following ways as in the Trustees opinion shall be most desirable:

A. Directly to such beneficiary;

B. To the duly qualified legal representative or representatives of such beneficiary;

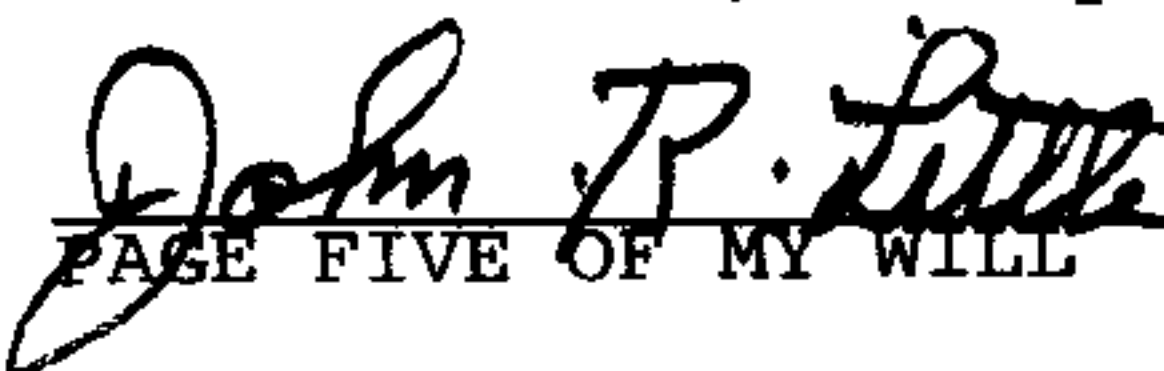
C. To some near relative or friend of such beneficiary;
or

D. By the Trustees using such payment directly for the benefit of such beneficiary. Distribution to any one or more of the foregoing shall operate as a complete acquittance of the duties of the Trustees to make such payments.

(k) In the event no person survives, prior to final disposition of all the assets of this trust, can qualify as beneficiary under the above provisions of this Article, then the Trustees shall distribute all the assets in the trust to my then surviving heirs at law as determined under the statutes in case law of Oklahoma which are in effect at that time, at though I had died immediately after the death of the last surviving trust beneficiary.

(l) My Trustees or any successor Trustee shall have the following powers, all of which shall be exercised in a fiduciary capacity:

(1) To retain or acquire wasting assets; the Trustees shall have no duty to sell wasting assets or to apportion any of the income therefrom (such as lease bonuses, or any depletable


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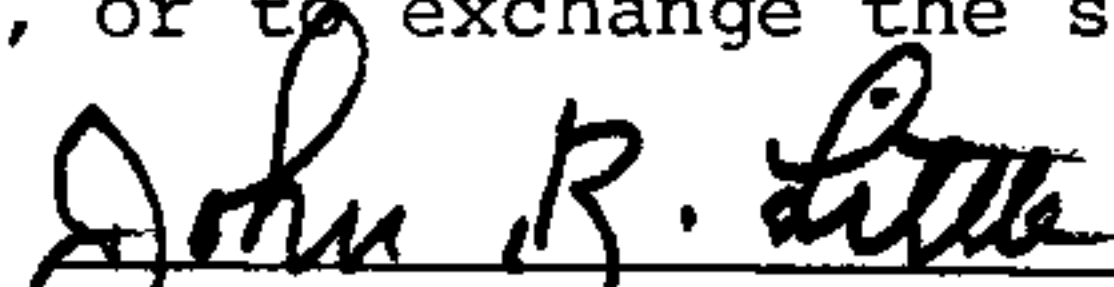
portion with respect to income from such assets) to principal, but the Trustees may transfer income from such wasting asset to principal in such amounts as the Trustees may, in the Trustees sole discretion, from time to time determine.

(2) To retain unproductive assets or to sell them in the Trustees discretion; the Trustees shall not be required to apportion any principal to income, but may make an equitable apportionment to income if, in the sole discretion of the Trustees, such as necessary to prevent injustice.

(3) To hold, buy, sell, or exchange oil and gas or other mineral properties (including interest in deposits of other natural resources); to execute leases on such properties for periods extending beyond the term of the trust; to execute subleases and farm out agreements; to carve out oil reserves such mineral interests as the Trustees deem advisable or expedient; to execute unitization and pooling agreements; to exchange undivided interests in mineral properties for interest in other properties; to renew existing loans or to refinance debts; to borrow money and to pledge mineral properties for a period of time extending beyond the duration of the trust.

(4) To borrow money from others or from a Trustee of this trust and to mortgage or pledge any of the assets of the trust for that purpose, even though the term of the loan may extend beyond the term of the trust.

(5) To sell and convey and of the property of the trust or any interest therein, or to exchange the same for other


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property, for such price or prices and upon such terms as in the Trustees judgment and discretion may be deemed for the best interests of the trust and the beneficiaries hereunder, and to execute and deliver any deeds, receipts, releases, contracts, or other instruments necessary in connection therewith.

(6) To lend money to any person or persons, including partnerships, fidicuaries, and corporations, upon such terms and in such ways and with such security as the Trustees may deem advisable for the best interest of the trust and the beneficiaries hereunder.

(7) To act freely under all or any of the powers given to the Trustees in all matters concerning the trust herein created, after forming a judgment based upon all the circumstances of any particular situation as to the wisest and best course to pursue in the interest of the trust and the beneficiary hereunder, without the necessity of obtaining the consent or permission of any person interested therein, or the consent or approval of any court, and notwithstanding that the Trustees may also be acting as Trustees of other trusts, or as agent for other persons or corporations interested in the same matters; provided, however, that the Trustees shall exercise such power at all times in a fidicuary capacity primarily in interest of the beneficiary hereunder. The provisions of Title 60 O.S.A. §175.12 are hereby waived. The Trustees shall not deal with any person with respect to any trust property, for less than an adequate consideration


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in money or money's worth.

(8) To determine, in the absence of specific instructions herein, what constitutes income and principal and to determine whether a distribution or disbursement should be charged to income or principal. In making such determinations, the Trustees shall follow acceptable accounts standards.

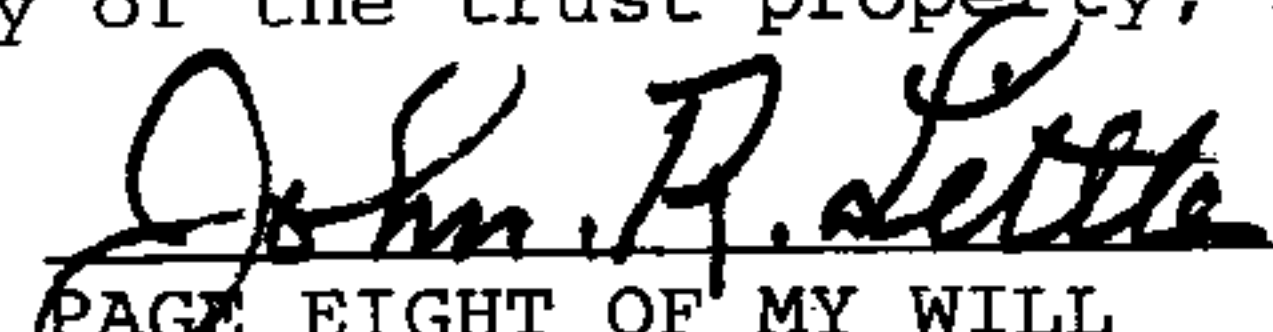
(9) To register any property in the name of the Trustees' nominee or in the trust own name or to hold property unregistered, or in such other form that the title shall pass by delivery, but without thereby increasing or decreasing their liability as Trustees.

(10) In purchasing investments, to charge the premium to or credit the discount against principal, or to amortize said premium or said discount.

(11) To enjoy all of the powers provided by, and to administer the trust herein created in accordance with Oklahoma Trust Act, Title 60 O.S.A. §161, §162 & §163, and §175.1 through §175.53, both inclusive, as amended from time to time, all subject to specific provisions contained herein.

(12) The Trustees shall not be required to account to any court for the administration of the trust estate created herein, but shall furnish periodic reports of the administration to the adult beneficiary entitled to share herein, for the period in question, to the income from the said trust.

(13) No person, firm or corporation, dealing with the Trustees with reference to any of the trust property, if acting

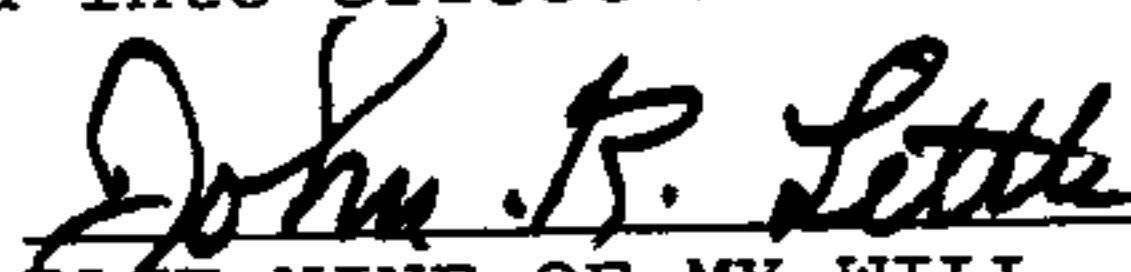

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in good faith, shall be required to ascertain the authority of the Trustees, nor to see to the performance of the trust, nor be responsible in any way for the proper application of the funds or properties paid or delivered to the Trustees for the account of the trust, but, if acting in good faith, may deal with the Trustees as though the Trustees were the unconditional owner of the property held in trust.

(14) No interest of any beneficiary under any trust created herein, either in income or in principal, shall be subject to pledge, mortgage, lien, gift, assignment, sale or transfer in any manner, nor shall any beneficiary have power in any manner to anticipate, charge or encumber in any matter his, her or their interest either in income or in principal, nor shall such interest of any beneficiary be liable or subject in any court order, or judgment or any manner while in the possession of the Trustees, for the debts, contracts, liabilities, engagements or torts of any act or omission of such beneficiary. It being the purpose of this paragraph to prevent any other person, firm, corporation or other legal entity or individual to obtain in any manner anything of value of any beneficiaries either in the Will or trust.

(15) In the event any clause, provision or provisions of this Will and the trust herein created prove to be or be adjudged invalid for any reason, I direct that such invalid or void clause, provision or provisions, shall not affect the whole of this instrument, but the balance of the provisions hereof shall remain operative and shall be carried into effect insofar as legally


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possible.

ARTICLE THREE

I appoint my wife, Ruby O. Little, Executrix of this Last Will and Testament. In the event that she shall, for any reason, not become Executrix of this Last Will and Testament, or if for any reason she shall fail to continue as such Executrix before the entry of a decree or order approving final account as Executrix hereunder, then, and in any of such events, I appoint John R. Little, Jr. to be the Executor of this Last Will and Testament. I empower, authorize and direct my Executrix or her successor to enjoy such rights, powers, privileges, duties and immunities, and to be governed by such duties and obligations, as by the provisions of this Will I have empowered, authorized and directed my Trustees to enjoy and begovern by, insofar as applicable to the period of the administration of my estate, which power shall include, but shall not be limited to, the power to sell, mortgage, or pledge, for any term, any property, real or personal, in my estate and upon such terms as my Executrix or her successor shall deem advisable without the necessity of obtaining a prior court order therefore.

IN WITNESS WHEREOF, I, the undersigned Testator, have on this 11th day of July, 1980, at Oklahoma City, Oklahoma, signed, published and declared the foregoing instrument as and for my Last Will and Testament.

John R. Little
JOHN R. LITTLE

The following instrument, consisting of 12 type written pages, this page included, was, on the 14th day of July, 1980, signed at the end thereof and at the same time published and declared by John R. Little, Testator, as and for his Last Will and Testament, in the presence of each of us, who, at the request of said Testator, in his presence and in the presence of each other, did sign our names as witnesses thereto.

<u>NAME</u>	<u>ADDRESS</u>	<u>SOCIAL SECURITY NUMBER</u>
<u>Valerie Johnson</u>	<u>Oklahoma City, OK</u>	<u>[REDACTED]</u>
<u>[Signature]</u>	<u>Norman, OK.</u>	<u>[REDACTED]</u>

STATE OF OKLAHOMA)
) SS:
 COUNTY OF OKLAHOMA)

Before me, the undersigned authority, on this day, personally appeared John R. Little, Valerie Johnson and [Signature], 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 first duly sworn, said John R. Little, 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 and voluntary act and deed for the purposes therein expressed; and the said witnesses, each on his oath, stated to me, in the presence and hearing of the said Testator that the said Testator had declared to them that said instrument is his Last Will and Testament, and that he executed the 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 and that said Testator was at that time eighteen years of age or over and was of sound mind.

Valerie Johnson
 WITNESS

[Signature]
 WITNESS

John R. Little
 JOHN R. LITTLE

Subscribed and acknowledged before me by the said John R. Little, Testator, and subscribed and sworn before me

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by the said Valerie Johnson and [Signature]
witnesses, this 11th day of July,
1980.

Nancy Mayhew
NOTARY PUBLIC

My Commission Expires:

January 18, 1983

08/08/1996-25615
01:50 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 NCD 38.50

Inst # 1996-25615

I, TOM PETUSKEY, Court Clerk for Oklahoma County,
Okla., hereby certify that the foregoing is a true, correct
and complete copy of the instrument herewith set out as
appears of record in the District Court Clerk's Office of
Oklahoma County, Okla., this 11th day of July, 1980
By [Signature] TOM PETUSKEY, Court Clerk
[Signature] Deputy