LAST WILL AND TESTAMENT

OF

JOHN T. SPAUSTAT PR-16-1006

I, John T. Spaustat, a resident of Omaha, Douglas County, Nebraska, hereby revoke all wills, and codicils thereto, that I have previously executed and declare this instrument as my Last Will.

FILED
COUNTY COURT
PROBATE DIVISION
JUL 1 1 2016
By: Lean Douglas
Clerk of Court
DOUGLAS COUNTY COURT
OMAHA, NEBRASKA

I.

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

If my wife, Karen A. Shramek, survives me, then except to the extent that I may otherwise direct in a written memorandum expressing my intentions with respect to the disposition of the following property, I bequeath to sgender1 all of my interest in household furniture and furnishings, automobiles, books, paintings, jewelry, watches, silverware, china, wearing apparel, family stores and all other articles of household or personal use, and other tangible personal property encompassed by Neb. Rev. Stat. § 30-2338.

In the event that my wife does not survive me, I intend to prepare a written memorandum expressing my intentions with respect to division of such property. If I do not prepare this memorandum, or to the extent that I have not provided for all of such property in the memorandum or otherwise, I direct that my surviving children and the issue of any deceased child, by right of representation, shall have the right to select from such property those items thereof as they may desire to receive. I intend that they shall agree among themselves regarding the appropriate division of such property, but if they

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cannot agree, I direct that my Personal Representative shall undertake such division and the judgment of my Personal Representative in that regard shall conclusively bind all interested parties. The Personal Representative shall sell all items that my children do not desire to receive and divide among themselves and shall add the proceeds to the residue of my estate.

Any gift of property in this Paragraph I shall include any prepaid insurance relating to the property, the cost of maintaining the property until its delivery, and the cost of transporting and delivering the property to the domicile of the legatee.

II.

DISTRIBUTION TO TRUST

I devise and bequeath all the rest, residue and remainder of my estate, including any property in connection with any power of appointment that I may then possess, now or in the future, to the Trustee of a Revocable Trust Agreement executed by me as Grantor and as Trustee on the 9th day of July, 2015 ("Trust Agreement"), prior to execution of this Will, including at any time any amendments or substitutions thereto. The Trustee shall add these assets to the principal of the trust estate created pursuant to the Trust Agreement and shall invest, manage and distribute these assets in all respects as an integral part thereof. If the disposition to the Trustee is not operative or is invalid for any reason (including a revocation or failure of the Trust), then I devise and bequeath all the rest, residue and remainder of my estate to the Trustee (or successor) named in the Trust Agreement to invest, manage and

distribute these assets in accordance with the provisions of that Trust Agreement, as amended or substituted, that are incorporated herein by this reference.

III.

NOMINATION OF PERSONAL REPRESENTATIVE AND POWERS

I hereby nominate and appoint my wife, Karen A. Shramek as Personal Representative of this, my Will, and of my estate. If for any reason Karen A. Shramek does not desire to serve or is unable to serve as Personal Representative, or after appointment dies, resigns, or is otherwise unable to serve as Personal Representative, I hereby nominate and appoint Michaella A. Spaustat as Personal Representative of this, my Will, and of my estate. If for any reason Michaella A. Spaustat does not desire to serve or is unable to serve as Personal Representative, or after appointment dies, resigns, or is otherwise unable to serve as Personal Representative, I hereby nominate and appoint Michael Shramek as Personal Representative of this, my Will, and of my estate. If for any reason Michael Shramek does not desire to serve or is unable to serve as Personal Representative, or after appointment dies, resigns, or is otherwise unable to serve as Personal Representative, I hereby nominate and appoint Andrea M. Spaustat as Personal Representatives of this, my Will, and of my estate. Any successor or alternate Personal Representative shall have all of the rights, duties, privileges and powers as if originally named Personal Representative. I request that the court not require a bond of any Personal Representative nominated pursuant to this Paragraph III.

The Personal Representative may request payment by my Trustee of the expenses of my last illness, funeral and burial, and the administration expenses, debts and other lawful charges against my estate. Such request shall be in writing and delivered to my Trustee.

The Personal Representative shall have discretion to distribute my estate either in cash or in kind, on a pro rata or a non pro rata basis, except for specific items of personal or other property specifically bequeathed or devised in my Will or transferred by me in writing during my lifetime.

The Personal Representative shall have full power and authority to sell any real or personal property that constitutes an asset of my estate at public or private sale and upon such terms as my Personal Representative may determine without an order of any court.

In the event that an administration of my estate is necessary in any state other than Nebraska, and in the event that the Personal Representative named herein is unable to qualify as Personal Representative with respect to such administration, I direct that my Personal Representative shall select a suitable person or corporation to serve as such personal representative.

In addition to all of the powers granted to personal representatives pursuant to the provisions of the Nebraska Probate Code from time to time in effect, my Personal Representative and any other appointed personal representative of my estate shall have the power and authority to undertake any and all actions necessary for the complete, prompt and economical administration of my estate.

IV.

TERMS

Any distribution of income, principal or other assets to a person's issue by right of representation shall pass in equal shares based on the number of issue, then-living and then-deceased, that are in the generation (whether or not there is any then-living representative) nearest to that person. Each then-living representative in that nearest generation, if any, will receive one share, and each remaining share, using a similar allocation system, shall pass by right of representation to the issue of each nearest generation representative then-deceased.

V.

SURVIVORSHIP

If my wife, Karen A. Shramek, and I both fail to survive the other by at least thirty (30) days for all purposes incident to this Will, my wife shall be deemed to have predeceased me, regardless of any statutory presumption or other evidence to the contrary. Any other beneficiary named herein is deemed to survive me, for all purposes incident to this Will, only if such beneficiary survives me for a period of at least thirty (30) days.

VI.

DECLARATION AGAINST JOINT WILLS

If my wife, Karen A. Shramek, executes a will at approximately the same time as this Will is executed, I expressly state that such will is not a reciprocal or joint will. I reserve the right to change this Will in any particular and recognize the right of my wife to change her will in any particular.

VII.

WAIVER OF ATTORNEY-CLIENT PRIVILEGE

I expressly consent that any attorney or attorneys consulted by me regarding the drafting or the terms of this instrument may testify regarding any communication with her or him concerning my affairs; my mental capacity at such time; and any and all observations, facts, or circumstances connected therewith. I hereby waive any and all rights and objections to the testimony of such attorneys by reason of the provisions of any statutes or the decisions of any court related thereto.

IN WITNESS WHEREOF, I have executed this, my Will, on this 9th day of July, 2015.

Testator

The foregoing instrument was subscribed, published and declared by John T. Spaustat as his Last Will and Testament, in our presence; and we, at the same time, at his request, and in his presence, and in the presence of each other, subscribe our names as attesting witnesses this 9th day of July, 2015.

Susan A Kipling
Omaha, Nebraska

Lori E Whiteman
Omaha, Nebraska

STATE OF NEBRASKA)
) ss.
COUNTY OF OMAHA)

We, John T. Spaustat, Susan A. Kipling and Lori E Whiteman, the Testator and witnesses, respectively, whose names are signed to the attached or foregoing instrument, first duly sworn, do hereby declare to the undersigned authority that the Testator signed and executed the instrument as his last Will; that he executed the instrument as his free and voluntary act for the purposes therein expressed; that each of the witnesses, in the presence and hearing of the Testator, signed the Will as witness; and that to the best of his or her knowledge, the Testator was, at that time, at least eighteen (18) years of age; was not at that time a minor; and was of sound mind and under no constraint or undue influence.

Testator

Susan A Kipling
Witness

Lori E Whiteman
Witness

The foregoing instrument was acknowledged before me this 9th day of July, 2015, by John T. Spaustat, Testator, and Susan A. Kipling and Lor. E. Whitman, witnesses.

[SEAL]

GENERAL NOTARY-State of Nebraska
KARA J. RONNAU
My Comm. Exp. April 11, 2016

Notary Public

WRITTEN MEMORANDUM DISPOSING
OF TANGIBLE PERSONAL PROPERTY

Pursuant to authorization in my Last Will and Testament, I hereby give the following items of tangible personal property to the individual(s) and organization(s) listed below. I understand that I cannot use this list to dispose of money, evidences of indebtedness, documents of title, securities, or property used in a trade or business.

I intend that the following gifts pass to the designated individual(s) and organization(s) whether or not my spouse survives me:

Description of Personal Property	Current Location of Personal Property	Person(s) and Organization(s) to Receive Such Personal Property

I intend that the following gifts pass to the designated individual(s) and organization(s) only if my spouse does not survive me:

Description of Personal Property	Current Location of Personal Property	Person(s) and Organization(s) to Receive Such Personal Property

A bequest shall lapse if no beneficiary is then surviving.

I intend this Memorandum to constitute a part of my Will dated July 9, 2015, and any of my later codicils and substitute wills.

Dated this _____ day of _____, 20___.

_____
John T. Spaustat

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FILED
COUNTY COURT
PROBATE DIVISION
JUL 11 2016
By [illegible]
Clerk of the Court
DOUGLAS COUNTY COURT
OMAHA, NEBRASKA