

# J.P.Morgan

April 15, 2010

Ms. Jo N. Hopper  
9 Robledo Drive  
Dallas, Texas 75230

Mr. Stephen Hopper  
3625 North Classen Blvd  
Oklahoma City, Oklahoma 73118

Ms. Laura S. Wassmer  
8005 Roe Avenue  
Prairie Village, Kansas 66208

Re: **Estate of Max C. Hopper**

Dear Jo, Laura, and Stephen:

During our recent communications, I promised to send you a letter in which I would set forth the financial terms upon which JPMorgan Chase Bank, N.A. would serve as independent administrator of the Estate of Max D. Hopper. Clearly, we are agreeing to serve on the basis of our standard fees for service as an executor of an estate, and will not be charging the fees that could be charged if we were follow the provisions of Section 241 of the Texas Probate Code which governs compensation for personal representatives who are under court supervision.

The fees we propose to charge are set forth in the attached fee schedule. We will be providing you with periodic financial reports that will show you the receipts and disbursements that are being collected and paid during the course of the administration of Mr. Hopper's estate, and these reports also will disclose any fee charges assessed and collected by JPMorgan Chase Bank, N.A. in its capacity as independent administrator.

I am here to answer any questions that any of you may have that develop during the course of the administration of Mr. Hopper's estate, and I would encourage you to ask those questions as they develop.

I am sending to each of you two copies of this letter with the attached fee schedule, and if you approve of the basis upon which we will provide these services, please sign the duplicate copy of the letter I am providing and return the duplicate copy to me in the postage paid envelope I am providing for that purpose.

Sincerely,



Susan H. Novak  
Vice President

TX1-2979, 2200 Ross Avenue, 7th Floor, Dallas, Texas 75201

JPMorgan Chase Bank, N.A.

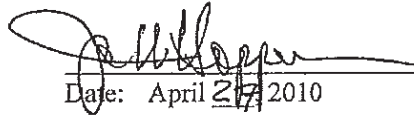
Bank products and services are offered through JPMorgan Chase Bank, N.A. and its affiliates. Securities are offered by J.P. Morgan Securities Inc.



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**EXHIBIT B**

I agree to your service as independent administrator on the basis you have outlined in this letter.

  
Date: April ~~21~~ 2010

# Estate Settlement Services

## Fee Schedule - Texas

JPMorgan handles estates of all sizes and types—professionally and impartially. When you name JPMorgan Chase Bank, N.A. as personal representative, executor or agent for the executor, there's security in the knowledge that professionals will handle all estate settlement responsibilities.

With our competitive pricing schedule, fees are structured so that we provide cost-effective service.

### Estate Settlement Services Include:

- Locating financial records
- Gathering estate assets
- Safeguarding property
- Notifying beneficiaries
- Identifying and paying debts
- Collecting amounts owed to the estate
- Determining cash flow needs and record maintenance
- Making decisions about tax deductions, asset valuations and distributions
- Managing and preserving assets
- Making decisions about which assets to sell (and when to sell them)
- Validating claims against the estate
- Supervising litigation, if necessary
- Paying taxes and other estate expenses
- Filing required estate and income tax returns
- Preparing necessary inventory or court accounting
- Remaining impartial to determine what to distribute to beneficiaries or trusts based on specifications in the will or state laws

### Fees

JPMorgan's Estate Settlement Services are priced on the market value of all assets included on the federal estate tax return. These fees are not annual charges. Rather, they apply to the entire estate settlement period.

### Account Administration Fee<sup>1</sup>

Market Value	Minimum fee: \$10,000
First \$2 million	3.0%
Over \$2 million	2.0%

Property currently managed by JPMorgan, in a trust or an investment management account, will be subject to a discount before applying the Account Administration fee.

Additional fees<sup>2</sup> are charged for selected services and assistance, including:

- Tax services
- Alternative asset management
- Litigation regarding account assets

### Co-fiduciary Services

When requested, JPMorgan Chase Bank, N.A. will be pleased to serve with an individual as a co-fiduciary. Compensation paid to the co-fiduciary will be in addition to our Estate Settlement fees. The same fee applies when JPMorgan Chase Bank, N.A. acts as agent for executors.

### Legal Representation and Other Professional Services

Legal counsel is retained on every account we administer. The attorney represents the estate in court and oversees legal matters during estate administration. Attorney fees, as well as charges by other outside professionals, are an expense of the estate and are in addition to our Estate Settlement fees.

**Footnotes:**

1. Property, insurance, annuities and qualified plans not collected by, or payable to JPMorgan Chase Bank, N.A. may be subject to a discount before applying the Account Administration fee.
2. Please refer to the Additional Services Fee Schedule for all applicable fees.

**General Notes:**

- Investments in JPMorgan Funds are made in Institutional, Select or Ultra shares, as appropriate, which have no sales load or 12b-1 fees. Investment management fees, administrative fees, distribution fees and other fees for services rendered are paid to JPMorgan Investment Advisors Inc. and its affiliates by JPMorgan Funds. Your advisor can provide copies of mutual fund prospectuses describing such fees, as well as the most recent average annual fees charged by the funds in which your assets are invested.
- Your advisor can provide you with separate fee schedules for additional services including, but not limited to, closely held assets, trust-owned life insurance policies and annuities, farm and ranch properties, oil, gas and mineral interests, real estate and tax services.
- Overdraft charges will be assessed based on the Prime Rate in effect as published by "The Wall Street Journal" Money Rates section.

JPMorgan Chase & Co. and its affiliates do not render tax advice. For tax advice specific to your situation, please consult your tax advisor. Estate planning requires legal assistance. JPMorgan Chase & Co. does not practice estate planning law.

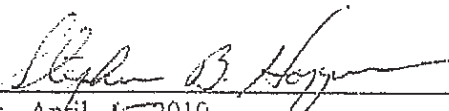
Contact JPMorgan Distribution Services, Inc. at 1-800-480-4111 or visit [www.jpmorganfunds.com](http://www.jpmorganfunds.com), for a fund prospectus. Investors should carefully consider the investment objectives, risk, as well as charges and expenses of the mutual fund carefully before investing. The prospectus contains this and other information about the mutual fund. Read the prospectus carefully before investing.

JPMorgan Funds are distributed by JPMorgan Distribution Services, Inc., which is an affiliate of JPMorgan Chase & Co. Affiliates of JPMorgan Chase & Co. receive fees for providing various services to the funds.

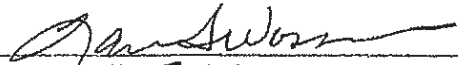
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**Investment accounts and insurance products are not a bank deposit • Not FDIC insured • Not insured by any federal government agency • Not guaranteed by the bank • May lose value**

I agree to your service as independent administrator on the basis you have outlined in this letter.

  
Date: April 15, 2010

I agree to your service as independent administrator on the basis you have outlined in this letter.

  
Date: April 27, 2010

76995.000001 EMF\_US 30368034v1 TXI-2979, 2200 Ross Avenue, 7th Floor, Dallas, Texas 75201

JPMorgan Chase Bank, N.A.

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