

Last Will and Testament

OF
CLEO E. LARSON

I, CLEO E. LARSON, domiciled in and a resident of Clark County, Nevada, declare this to be my Will, and I revoke all other Wills made by me.

I

DEBTS, FUNERAL EXPENSES AND BURIAL INSTRUCTIONS. I direct that all debts which may be legally due and owing at the time of my death, excepting those properly secured and those under installment contracts not yet due and payable, and all expenses of my last illness and burial, and all costs and expenses in connection with the administration and distribution of my Estate, be paid before any distribution after my death.

II

MY HEIRS. I am a widow having been married to WILBUR A. LARSON. I have Two (2) now living children whose names are MARY BETH RAY and PATRICIA LYNN DOUGHTY and they shall hereinafter be referred to as "my children."

III

DISTRIBUTION OF ESTATE. I confirm that any Pay on Death Account, Totten Trust Account or Joint Tenancy Account shall, on my death, be paid to the beneficiary as named in that account.

All of the rest of my Estate wheresoever located, I give, devise and bequeath to the Trustee of the "CLEO LARSON FAMILY TRUST" executed earlier on December 9, 1997, to be held in Trust on the terms and conditions set forth therein.

If the above disposition is inoperative in whole or in part, whether because the trust has been revoked, or for any other reason, I leave my probate estate to the persons named, and in the manner provided, in the "CLEO LARSON FAMILY TRUST" as it existed immediately prior to its revocation, or if it has not been revoked, as it existed immediately prior to my death.

IV

PROVISION FOR OTHERS. Except as otherwise provided herein, I have intentionally and with full knowledge omitted to provide for my heirs, including any person or persons who may hereafter become my heir or heirs.

V

NO CONTEST CLAUSE. If any beneficiary under this Will, in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any share or interest in my Estate given to that contesting beneficiary under this Will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me.

VI

APPOINTMENT OF EXECUTOR. I name MARY BETH RAY and PATRICIA LYNN DOUGHTY to serve as Co-Executors of my Will, to serve without bond or other security being required of them. If either of the were to become deceased, unable or unwilling to serve as a Co-Executor of my Will, the survivor of them shall serve as sole Successor Executor of my Will.

VII

SPECIAL INSTRUCTIONS AND POWERS OF MY EXECUTOR. Except as otherwise specifically provided, my Executor shall have all powers now or hereafter conferred by applicable State law, and also all powers appropriate to the orderly and effective administration of the Estate. In addition, the Executor shall have the following powers and discretion, in each case to be exercisable without Court order:

- A. To sell (for cash or on credit), exchange, purchase and retain assets, to improve, alter, lease (even extending beyond the period of administration), partition and otherwise deal with and manage property, and to invest and reinvest in preferred or common stock, bonds, mortgages, investment company shares, money market and mutual (including index) funds, common trust funds maintained by the fiduciary, and any other property, real or personal, foreign or domestic.
- B. To receive additional property from any source, and to acquire or hold properties jointly or in undivided interests with other persons or entities, including beneficiaries of this Will and the Estates of and Trusts established by any of these beneficiaries; and properties may be purchased from, sold to or exchanged with, and funds may be borrowed from or loaned to, any such beneficiaries, Trusts and

Estates on fair and equitable terms appropriate to the Executor's fiduciary responsibilities.

- C. To enter, continue or participate in the operation of any business or other enterprise, including as a sole proprietor, as a general or limited partner or as a shareholder, and to incorporate, liquidate, reorganize or otherwise change the form or terminate the operation of the business or enterprise, and to contribute capital or loan money to the business or enterprise.
- D. To acquire, exercise, grant or dispose of options, puts, calls, privileges or rights with respect to securities and other property including but not limited to rights to vote, grant proxies, subscribe, convert or assent to or participate in compromises, releases, renewals or extensions, modifications, reorganizations, recapitalization, consolidations, liquidations and the like, and to abandon or otherwise deal with any property or interests in any manner deemed to be in the best interests of the Estate.
- E. To borrow funds, guarantee or indemnify in the name of the Estate and to secure any such obligation by mortgage pledge or other encumbrance or security interest, including for a term extending beyond the period of administration, and to renew, extend or modify any such obligation; such obligations may be entered into without personal liability of the Executor and lenders shall have no duty to see to the application of the proceeds.
- F. Enter into a lease, pooling or other arrangement for exploration, conservation, development, and removal of minerals and other natural resources.
- G. To prosecute, defend, contest, or otherwise litigate legal actions or other proceedings for the protection or benefit of the Estate; to pay, compromise, release, adjust or submit to arbitration any debt, claim or controversy; and to insure the Estate against any risk, and the Executor against liability with respect to third persons.
- H. To employ and compensate (from the Estate) accountants, lawyers, investment and tax advisors, agents and others to aid or assist in the management, administration and protection of the Estate.
- I. To hold property in the name of a nominee, or unregistered or without disclosure of fiduciary capacity, or in a manner that will allow title to pass by delivery or will otherwise facilitate proper administration.
- J. To account for and allocate receipts or expenditures to income or principal and to establish reserves out of income, all as provided by law, or in the fiduciary's reasonable discretion to the extent the law is unclear.

- K. To make divisions, allocations or distributions in cash or in kind, including in undivided interests, by prorate and nonprorate division, or in any combination of these ways (with no obligation to take account of the tax basis of the assets) in the discretion of the Executor.

VIII

NOMINATION OF GUARDIAN. If at any time it becomes necessary to appoint a guardian of my person, I hereby nominate my executor as such guardian. If for any reason it becomes necessary to appoint a substitute guardian, then I nominate the successor executor in this document as substitute guardian. My guardian shall serve in such capacity without bond; or, if a bond be required, I request that such bond be set as low as possible. I hereby revoke all prior guardianship nominations that I have made.

IN WITNESS WHEREOF, I have hereunto set my hand December 9, 1997.

Cleo E. Larson
CLEO E. LARSON

The foregoing instrument, consisting of Five (5) typewritten pages, including this page and the following page, was on the date last above written by CLEO E. LARSON the above named Testatrix, signed, sealed, published and declared to be her Last Will and Testament, in the presence of us, who thereupon, at her request and in her presence and in the presence of each other, subscribed our names as witnesses thereto the day and year last above written.

Mark L. Dobby Residing at 3128 Cedarwood RD
Henderson
Kathy Tingle Residing at 1495 W. Charleston
Las Vegas, NV

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

Then and there personally appeared the within-named Mark L. Dobby and Kathy Tingle, who being duly sworn, depose and say: That they witnessed the execution of the within Will of the within-named Testatrix; that the Testatrix subscribed the Will

and declared the same to be her Last Will and Testament in their presence; that they thereafter subscribed the same as witnesses in the presence of the Testatrix, and in the presence of each other and at the request of the Testatrix; that the Testatrix at the time of the execution of the Will appeared to them to be of full age and of sound mind and memory and that they make this Affidavit at the request of the Testatrix in the County of Clark, State of Nevada.

Mark P. Dodd
Kathy Ingler

Subscribed and sworn to before

me December 9, 1997.

Barbara J. Morelli
NOTARY PUBLIC



BARBARA J. MORELLI
Notary Public - Nevada
My appl. exp. Oct. 17, 1999
No. 95-0862-1

ASSIGNMENT OF ASSETS

CLEO E. LARSON, Trustor, hereby grants, transfers, assigns and delivers to CLEO E. LARSON, Trustee of the CLEO LARSON FAMILY TRUST dated December 9, 1997, the following assets:

All jewelry, pictures, books, silverplate, linen, china, coin collections, glassware, objects of art, clothing, household furniture and furnishings, personal automobiles, motor homes, mobile homes, boats and other tangible articles of personal property, together with any insurance on such property, as well as insurance on any other assets owned by the trust;

Promissory notes, amounts owing to trustor, stocks, bonds, securities, interest in general or limited partnerships, contents of safe deposit boxes, claims under pending lawsuits, and other choses in action; and any other assets held by trustor which otherwise would be subject to probate.

These assets, together with any other property which may become subject to this trust, including assets which require formal documents of transfer, shall constitute the trust estate of this trust and shall be held, administered and distributed by the trustee as provided in this trust. Trustor requests that any person dealing with the trustee recognize this assignment without any further documentation.

Cleo E. Larson
CLEO E. LARSON

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On December 9, 1997, personally appeared before me, a Notary Public in and for said County of Clark, State of Nevada, CLEO E. LARSON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.



BARBARA J. MORELLI
Notary Public - Nevada
My appt. exp. Oct. 17, 1999
No. 85-0662-1

Barbara J. Morelli
NOTARY PUBLIC