

CERTIFICATE OF REVOCABLE FAMILY TRUST

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Contemporaneously with the execution of this Certificate, the under-  
signed, GEORGE J. MAGNETT, resident of Marla Bay, Nevada, has executed  
that certain document entitled, "THE GEORGE J. MAGNETT REVOCABLE  
FAMILY TRUST" which provides in pertinent parts as follows:

A. Grantor - The Grantor under the terms of said Trust is GEORGE  
J. MAGNETT.

B. Trustee - The Trustee under said Trust is GEORGE J. MAGNETT.

C. Independent Trustee - In the event the original Trustee shall for  
any reason cease to act, OSHINS, BROWN, SINGER & WELLS, CHARTERED,  
its successors and assigns, shall act as successor Trustee or as Independent  
Trustee, as the case may be, in his place and stead.

D. Power to Amend or Revoke - During the life of the Grantor, the  
Trust may be revoked in whole or in part by an instrument in writing signed  
by the Grantor and delivered to the Trustee. The Grantor may at any time  
during his life amend any of the terms of the Trust by an instrument in  
writing signed by the Grantor and delivered to the Trustee.

E. Powers of the Trustee(s)

(A) To hold and retain, without liability for such retention  
and without regard to diversification, any and all property (including stock  
of the Trustee) coming into its possession hereunder, whether or not of the  
character permitted by law for the investment of trust funds (including, but  
not by way of limitation, assets which yield a high income or no current  
income, leverage type securities, security options, puts and calls,  
participation in limited partnerships, tax shelter, etc.), and to operate any  
property or business received in trust for so long as it may deem advisable;

(B) To have all the rights, powers, and privileges of an  
owner with respect to securities held in trust, including, but not limited to,

✓ OSHINS, BROWN, SINGER  
& WELLS, CHARTERED  
520 South Fourth Street  
Las Vegas, Nevada 89101

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LIDER 1182 PAGE 1284

the powers to vote, and to give proxies to vote, any securities (including stock of the Trustee) having voting rights, to pay any assessment levied upon stock and to exercise any right or option of subscription, conversion or otherwise which may at any time attach, belong or be given to the holders of any stocks, bonds, securities, or other instruments in the nature thereof forming part of the trust estate;

(C) To join in any plan of lease, mortgage, consolidation, combination, reorganization, dissolution, foreclosure, change of capitalization or other change of structure of any corporation, trust, or organization, or the property or assets thereof; to deposit bonds, stocks or other securities held by it with any protective or similar committee, and to take and hold any securities issued in connection therewith and to pay any assessments thereunder;

(D) To enforce any mortgage or deed of trust or pledge held hereunder and to purchase at any sale thereunder any property subject thereto;

(E) To purchase at its fair market value as determined by the Trustee in the Trustee's discretion securities or other property from and to make loans and advancements to the executor or other representative of the estate of the Grantor;

(F) To manage, control, sell at public or private sale for cash or on credit, either with or without notice, to convey, exchange, partition, divide, subdivide, mortgage, pledge, improve, and repair; to grant options; to lease for terms within or extending beyond the duration of any Trust, for any purposes, including exploration for and removal of gas or oil, and to enter into any covenants or agreements relating to property so leased or any improvements which may then or thereafter be erected thereon;

(G) To compromise, submit to arbitration, release with or without consideration or otherwise adjust claims in favor of or against any Trust; to institute, compromise, and defend actions and proceedings;

(H) To carry such insurance of such kinds and in such amounts as it may deem advisable as an expense of the Trust; to pay premiums and other assessments on any insurance contract which may at any time be held hereunder;

(I) To invest and reinvest any property held hereunder, including accumulated income, in such amounts and in such property, real or personal, including but not by way of limitation, any common trust fund maintained by any bank licensed to do business in any State of the United States, as the Trustee shall deem fit and proper, without being restricted by any statutory limitations on investments by Trustees now in effect or subsequently imposed;

(J) To borrow money from any person, firm or corporation, including the Trustee hereunder, for any trust purpose, upon such terms and conditions as the Trustee may deem proper, and to obligate the Trust for repayment; to encumber any of the trust property by mortgage, deed of trust, pledge or otherwise;

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(K) To hold any property in his name as Trustee, or in his own name, or in the name of his nominee, or unregistered in such condition that title shall pass by delivery;

(L) Upon any division or partial or final distribution of any Trust hereunder, to partition or distribute the same in kind or in money or partly in each, at values determined by it, unless otherwise herein specifically directed, and in any case in which division or partition of property into shares or parts is required, to allot specific securities or other property, real or personal, or an undivided interest therein, to any such share or part, and to sell such property as it shall deem advisable to make such distribution or division;

(M) To employ counsel and corporate or other agents and to pay them a reasonable compensation; to act on advice of counsel and incur no liability for any action taken or refrained from pursuant to such advice;

(N) To retain or acquire property without regard to diversification and without risk of loss for not diversifying;

(O) To exercise or not exercise or otherwise deal with any and all options of any kind;

(P) To consolidate, for purposes of administration and investment, the property of the several Trusts hereby created and to allocate undivided interests in such consolidated fund to the several Trusts, provided, however, that such consolidation shall not destroy the separate identity of such Trusts;

(Q) To do all such acts, take all such proceedings and exercise all such rights and privileges, although neither specifically hereinabove mentioned nor conferred upon it by law, with relation to such property as if the absolute owner thereof and in connection therewith to enter into any covenants or agreements binding the trust estate;

(R) To act hereunder through an agent or attorney-in-fact, by and under power of attorney duly executed by the Trustee, in carrying out any of the powers and duties herein authorized;

(S) To engage in business with the property of the Trust as sole proprietor, or as a general or limited partner, with all of the powers customarily exercised by an individual so engaged in business, and to hold an undivided interest in any property as tenant in common or as a tenant in partnership;

(T) To release or to restrict the scope of any power that the Trustee may hold in connection with the Trust Indenture, whether such power is expressly granted in the instrument or implied by law. The Trustee shall exercise this power in a written instrument executed by the Trustee, specifying the power or powers to be released or restricted and the nature of the restriction;

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(U) To incorporate a part or all of a business with the property of the Trust, with whatever capital structure the Trustee may deem appropriate, alone or with others, in any jurisdiction, and conduct the business on such terms and conditions as may be appropriate;

(V) The Trustee may freely act under all or any of the powers herein granted to him in all matters concerning the trust estate, after forming his 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 beneficiaries hereunder, without the necessity of obtaining the consent or approval of any court, and notwithstanding that he may be acting in his individual capacity, or as Trustee of other Trusts, or as an agent for other persons or interested in connection with the same matters as an agent, shareholder, director, or otherwise, provided, however, that he shall exercise such powers at all times in a fiduciary capacity primarily in the interests of the beneficiaries hereunder;

(W) The powers herein granted to the Trustee may be exercised in whole or in part, from time to time, and shall be deemed to be supplementary to and not exclusive of the general powers of Trustees pursuant to law, and shall include all powers necessary to carry the same into effect;

(X) The Trustee shall not be responsible or liable in any way for any action taken with respect to any investment of the trust estate, or for any loss or depreciation resulting from the purchase, retention, sale, exchange, lease, or alteration of any investment, or from any want of diversification of investments of the Trust estate, and shall have no duty to advise anyone with respect to the desirability of any such action. Further, the Trustee shall not be liable for any mistake or error of judgment in the administration of the trust property resulting in a loss to the Trust by reason of investments or otherwise save only for willful misconduct or fraud;

(Y) In addition to the Trustee rights herein enumerated, and not by way of limitation, the Trustee has the exclusive right to invest all or any part of the trust estate in gaming stock, although it would not otherwise be authorized or prudent to do so;

(Z) All of the powers now or hereafter conferred by law.

F. Authorization of Action By Fewer Than All Trustees

Any of the Trustee(s) who are serving from time to time shall have the power to bind the Trust in any transaction obligating the Trustee to expend Five Thousand Dollars (\$5,000.00) or less.

IN WITNESS WHEREOF, the Grantor has hereunto set his hand this

22nd day of November, 1982.

  
\_\_\_\_\_  
GEORGE J. MAGNETT

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STATE OF NEVADA )  
                          ) ss.  
COUNTY OF CLARK)

On this 22 day of November, 1982, before me, the undersigned, a Notary Public in and for said County and State, personally appeared GEORGE J. MAGNETT, known to me to be the person described in and who executed the foregoing CERTIFICATE OF REVOCABLE FAMILY TRUST, and duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Nancy M. Stewart  
NOTARY PUBLIC



Notary Public - State of Nevada  
CLARK COUNTY  
Nancy M. Stewart  
My Appointment Expires Dec. 17, 1984

APPROVED AS TO FORM:

Richard Wells  
ATTORNEY FOR GRANTOR

REQUESTED BY  
Oshins, Brown et al  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA  
# 8.0021  
1982 NOV 29 AM 11:48

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SUZANNE BEAUDREAU  
RECORDER

Betty Neardon Rep  
73538

CERTIFICATE OF REVOCABLE FAMILY TRUST

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C. Independent Trustee - In the event the original Trustee shall for  
any reason cease to act, OSHINS, BROWN, SINGER & WELLS, CHARTERED,  
its successors and assigns, shall act as successor Trustee or as Independent  
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Trust may be revoked in whole or in part by an instrument in writing signed  
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character permitted by law for the investment of trust funds (including, but  
not by way of limitation, assets which yield a high income or no current  
income, leverage type securities, security options, puts and calls,  
participation in limited partnerships, tax shelter, etc.), and to operate any  
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(C) To join in any plan of lease, mortgage, consolidation, combination, reorganization, dissolution, foreclosure, change of capitalization or other change of structure of any corporation, trust, or organization, or the property or assets thereof; to deposit bonds, stocks or other securities held by it with any protective or similar committee, and to take and hold any securities issued in connection therewith and to pay any assessments thereunder;

(D) To enforce any mortgage or deed of trust or pledge held hereunder and to purchase at any sale thereunder any property subject thereto;

(E) To purchase at its fair market value as determined by the Trustee in the Trustee's discretion securities or other property from and to make loans and advancements to the executor or other representative of the estate of the Grantor;

(F) To manage, control, sell at public or private sale for cash or on credit, either with or without notice, to convey, exchange, partition, divide, subdivide, mortgage, pledge, improve, and repair; to grant options; to lease for terms within or extending beyond the duration of any Trust, for any purposes, including exploration for and removal of gas or oil, and to enter into any covenants or agreements relating to property so leased or any improvements which may then or thereafter be erected thereon;

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(I) To invest and reinvest any property held hereunder, including accumulated income, in such amounts and in such property, real or personal, including but not by way of limitation, any common trust fund maintained by any bank licensed to do business in any State of the United States, as the Trustee shall deem fit and proper, without being restricted by any statutory limitations on investments by Trustees now in effect or subsequently imposed;

(J) To borrow money from any person, firm or corporation, including the Trustee hereunder, for any trust purpose, upon such terms and conditions as the Trustee may deem proper, and to obligate the Trust for repayment; to encumber any of the trust property by mortgage, deed of trust, pledge or otherwise;

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STATE OF NEVADA )  
                          ) ss.  
COUNTY OF CLARK)

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WITNESS my hand and official seal.

Nancy M. Stewart  
NOTARY PUBLIC



Notary Public - State of Nevada  
CLARK COUNTY  
Nancy M. Stewart  
My Appointment Expires Dec. 17, 1984

APPROVED AS TO FORM:

Richard Wells  
ATTORNEY FOR GRANTOR

REQUESTED BY  
Oshins, Brown et al  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA  
# 8.002  
1982 NOV 29 AM 11:48

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