

1 Notice of Death was given, the time for filing or presenting
2 claims has expired, and the estate is now in a condition to be
3 closed.

4 All legal debts of decedent and of the estate and all
5 expenses of administration have been paid, except closing expenses.

6 All inheritance taxes and personal property taxes payable
7 by this estate have been paid.

8 A federal estate tax return has been filed for this estate
9 showing no taxes due.

10 All heirs are residents of the State of California. There
11 are no non-resident beneficiaries.

12 Any further expenses of closing the estate will be paid by
13 the executor.

14 All assets of the estate are decedent's community property.

15 IT IS ORDERED THAT:

16 1. The administration of the estate is brought to a close.

17 2. The executor has in his possession belonging to the
18 estate, a balance at the appraised value of \$679,426.00 of which
19 \$ 232,059.00 is in cash. The first and final account, petition
20 and report of the executor is approved.

21 3. All acts of the executor relating to the matters in the
22 account, petition, and report are approved.

23 4. The executor is authorized to pay LADDY GROSS, attorney,
24 \$14,379.00 statutory commissions plus \$941.00 as costs advanced.

25 5. All the following property in the hands of the executor
26 shall be distributed as follows:

1 a. To RUSSELL C. THOMPSON, JR., the sum of \$100,000.00 as
2 provided in decedent's Will.

3 b. To JACQUELYN K. THOMPSON and RUSSELL C. THOMPSON, JR. as
4 Co-Trustees of the RUSSELL C. THOMPSON TRUST the following:

5 1. All that certain real property in the City of San
6 Jose, County of Santa Clara, State of California, described as
7 follows:

8 All of Pcl. 7, as shown upon that certain Map entitled, "Parcel
9 Map being a portion of the W.H. Stone Subdivision and Epperly
10 Half Acres and Parcel 5 of the Parcel Map filed for record in
11 Book 375 of Maps at Pages 54 & 55, Santa Clara County Records,"
12 which Map was filed for record in the Office of the Recorder of
13 the County of Santa Clara, State of California, on April 21, 1978
14 in Book 416 of Maps, at Pages 55 & 56.

15 2. County of Orange, California, Development Revenue
16 Bond of 1983, #R-05824 Cusip 684209AA7 (9%; purchased 6/08/83 -
17 maturity 4/01/98.)

18 3. County of Orange, California Dept. Development
19 Revenue Bond, T-193, Cusip 684209 BN-8

20 4. City of San Diego, Multi-family Mortgage Revenue
21 Bond #T159; Cusip 797289AU9 (1984 maturity 5/01/93.)

22 5. City of Martinez Multi-family Rental Housing Revenue
23 Bond; R1412 Cusip 573398AA2 maturity 4/01/95.)
24

25 The total market value is \$303,199.00. The Trustees shall
26 issue a demand promisory note to JACQUELYN K. THOMPSON, the
27 residuary heir, in the sum of \$3,199.00, having 10% per annum
28 interest.

1 c. To JACQUELYN K. THOMPSON the following:

2 1. All that real property situated in the County of Douglas,
3 State of Nevada, bounded and described as follows:

4 See Exhibit "A" attached hereto and made a part hereof:

5 SUBJECT TO any and all matters of record, including taxes, assess-
6 ments, easements, oil and mineral reservations and leases if any,
7 rights, rights of way, agreements, and Amended and Restated
8 Declaration of Timeshare Covenants, Conditions and Restrictions
9 recorded September 17, 1982, as Document No. 71000, Liber 982,
10 Page 753, Official Records of Douglas County, Nevada, and which
11 Declaration is incorporated herein by this reference as if the
12 same were fully set forth herein.

13 A Timeshare Estate comprised of:

14 Parcel One:

15 An undivided 1/51st interest in and to that certain condominium
16 described as follows:

17 (a) An undivided 1/20th interest, as tenants-in-common, in
18 and to Lot 32 of Tahoe Village Unit No. 3, Fifth-Amended Map,
19 recorded October 29, 1981, as Document No. 61612 as corrected by
20 Certificate of Amendment recorded November 23, 1981, as
21 Document No. 62661, all of Official Records Douglas County, State
22 of Nevada. Except therefrom units 101 to 120 Amended Map and as
23 corrected by said Certificate of Amendment.

24 (b) Unit No. 114 as shown and defined on said last mentioned
25 map as corrected by said Certificate of Amendment.

26 Parcel Two:

27 A non-exclusive right to use the real property known as Parcel "A"
28 on the Official Map of Tahoe Village Unit No. 3, recorded
January 22, 1973, as Document No. 63805, records of said county

1 and state, for all those purposes provided for in the Declaration
2 of Covenants, Conditions, and Restrictions recorded January 11, 1973
3 as Document No. 63681, in Book 173 Page 229 of Official Records and
4 in modification thereof recorded September 28, 1973, as Docu-
5 ment No. 69063 in Book 973 Page 812 of Official Records and
6 recorded July 2, 1976, as Document No. 1472 in Book 776 Page 87 of
7 Official Records.

8 Parcel Three:

9 A non-exclusive easement for ingress and egress and recreational
10 purposes and for use and enjoyment and incidental purposes over,
11 on and through Lots, 29, 39, 40, and 41 as shown on said Tahoe
12 Village Unit No. 3, Fifth-Amended Map and as corrected by said
13 Certificate of Amendment.

14 Parcel Four:

15 (a) A non-exclusive easement for roadway and public utility
16 purposes as granted to Harich Tahoe Developments in deed
17 re-recorded December 8, 1981, as Document No. 63026, being over a
18 portion of Parcel 26-A (described in Document No. 01112, recorded
19 June 17, 1976) in Section 30, Township 13 North, Range 19 East,
20 M.D.M., - and -

21 (b) An easement for ingress, egress and public utility purposes,
22 32' wide, the centerline of which is shown and described on the
23 Fifth-Amended Map of Tahoe Village No. 3, recorded October 29, 1981,
24 as Document No. 61612, and amended by Certificate of Amendment
25 recorded November 23, 1981, as Document No. 62661, Official
26 Records, Douglas County, State of Nevada.

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1 Parcel Five:

2 The exclusive right to use said UNIT and the non-exclusive right
3 to use the real property referred to in subparagraph (a) of
4 Parcel One and Parcels Two, Three, and Four above during ONE "use
5 week" within the winter "use season," as said quoted terms are
6 defined in the Declaration of Restrictions, recorded September 17,
7 1982 as Document No. 71000 of said Official Records.

8 The above described exclusive and non-exclusive rights may be
9 applied to any available unit in the project, during said use week
10 within said season.

11 NOTE: For use with First Phase Deeds and Deeds of Trust on Lot 32.

12

13 2. Accounts:

- 14 - World Savings IRA Acct. #3-445-842-2
Balance as of 10/08/86
- 15 - World Savings IRA Acct. #4-090-639-8
- 16 - First Nationwide Savings Keogh Acct. #004-083482-2
- 17 - Wells Fargo Checking Acct. #0 233-210830
- 18 - Tax Exempt Money Fund #81P, 05872-344
- 19 - Wells Fargo Money Rate Acct. #6233-023829
- 20 - World Savings, Savings Acct. #4090830-3

21

22 3. A Limited Partnership Interest in:

- 23 - 950 Woodside Rd. - same address Redwood City, CA
- 24 - JLS Associates - in 546 University Ave., Palo Alto, CA
bldg.
- 25 - Laurel Palms Investments
- 26 - Leghorn Associates
- 27 - Fortune 300 - Walgreen Bldg.

28

LADDY H. GROSS
ATTORNEY AT LAW
SUITE 804
STANFORD FINANCIAL SQUARE
2800 EL CAMINO REAL
PALO ALTO, CA 94306
415.320-4650

4. Stocks and Bonds:

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- California Health Facilities Financing #RB513, dated 9/05/85, Variable 8 last month's check \$314.00. Maturity 6/01/2015, Cusip 130326UP4;
- #31614104, 2500 shares Fidelity Financial Corp.
- #1303626JF2 - California Health
- #136058BB2 - California Department of Veterans Affairs
- #786004SR3 - Sacramento MUD
- #797289BE4 - San Diego California Mt. Fin.
- City of San Diego Multi-family Mortgage Revenue Bond #R04160 - Cusip 797289AA3; 1984 issue 8.9% - maturity 12/01/95.
- City of San Diego Multi-family Mortgage Revenue Bond #T159; Cusip 792789AU9 - 1984 maturity 5/01/93.
- City of Martinez Multi-family Rental Housing Revenue Bond; R-142 - Cusip 573398AA2 - maturity 4/01/95.
- City of Pleasanton Mortgage Revenue Bond - 1984 Issue 1532 Cusip 728827BP-0.
- American Telephone & Telegraph Certificate #20-1600; 500 shares.
- Avantek Corporation Certificate #FBU66711, 500 shares.
- Avantek Corporation Certificate #FBU63868, 500 shares.
- Hewlett Packard Company, Certificate #C-426658; 200 shares.
- Idaho Power Company Certificate #U27008; 737.71 shares.
- Sears Roebuck & Co. Certificate #MG167471; 89.60 shares.
- Zymos Corporation Certificate #SFU6803, 500 shares.
- Fidelity Financial Corporation - 2500 shares.
- Dreyfus California Tax Exempt Fund Certificate #00047696-0 62.26 shares

LADDY H. GROSS
ATTORNEY AT LAW
SUITE 504
STANFORD FINANCIAL SQUARE
2850 EL CAMINO REAL
PALO ALTO, CA 94306
(415) 327-4400

- 1 - E & J Properties, Inc. Certificate #SF733, 1000 shares.
- 2 - Great Western Financial Corp. Certificate #LAS110127,
- 3 14 shares.
- 4 - Stellar Industries, Inc. #L.O. 5.
- 5 - Seaboard Corporation
- 6 - 1000 shares Russell C. Thompson Inc. Certificate #1.
- 7 - 100 shares of Bank of America.

8 5. Personal:

- 9 - Jewelry, furniture and furnishings.
- 10 - 1976 Mercedes 300D, 4 door sedan License #707RBK,
- 11 ID#11511412052820.

12 6. The Co-Trustee shall pay to or apply for the benefit of
 13 JACQUELYN K. THOMPSON, during JACQUELYN K. THOMPSON'S life, the
 14 income, and if necessary the principal, of the Trust for JACQUELYN
 15 K. THOMPSON'S health, support, maintenance and education, keeping in
 16 mind other sources of income available to JACQUELYN K. THOMPSON. In
 17 exercising this discretion the Co-Trustee shall be mindful of the
 18 fact that the primary concern is the welfare of JACQUELYN K. THOMP-
 19 SON, and that interest of others in the Trust are to be subordinate
 20 to those of JACQUELYN K. THOMPSON. Upon the death of JACQUELYN K.
 21 THOMPSON, the Trust shall cease and the principal and accumulated
 22 income, if any, shall be distributed to her son, RUSSELL C. THOMPSON
 23 JR.

24 To carry out the purposes of this Trust the Co-Trustees are
 25 vested with the following powers in addition to those powers now
 26 or hereafter conferred by law:

27 (a) To continue to hold any property and to operate at the risk
 28 of the Trust Estate any business that the Co-Trustees receive or
 acquire under the Trust as long as the Co-Trustees deem advisable;

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LADDY H. GROSS
 ATTORNEY AT LAW
 BOITE 504
 STANFORD FINANCIAL SQUARE
 2800 EL CAMINO REAL
 PALO ALTO, CA 94306
 (415) 827-4450

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(b) To manage, control, grant options on, sell (for cash or on deferred payments), convey, exchange, partition, divide, improve and repair trust property;

(c) To lease trust property for terms within or beyond the term of the trust and for any purpose, including exploration for and removal of gas, oil, and other minerals; and to enter into community oil leases, pooling, and unitization agreements;

(d) To borrow money, and to encumber or hypothecate trust property by mortgage, deed of trust, pledge, or otherwise;

(e) To carry, at the expense of the trust, insurance of such kinds and such amounts as the Co-Trustees deem advisable to protect the trust estate and the Co-Trustees against any hazard;

(f) To commence or defend such litigation with respect to the trust or any property of the trust estate as the Co-Trustees may deem advisable, at the expense of the trust;

(g) To compromise or otherwise adjust any claims or litigation against or in favor of the trust;

(h) To invest and reinvest the trust estate in every kind of property, real, personal, or mixed, and every kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, stocks, preferred or common, shares of investment trusts, investment companies, and mutual funds, and mortgage participations, which men of prudence, discretion, and intelligence acquire for their own account;

(i) With respect to securities held in the trust, to have all the rights, powers, privileges of an owner, including, but not by way of limitation, the power to vote, give proxies, and

LADDY H. GROSS
ATTORNEY AT LAW
SUITE 804
STANFORD FINANCIAL SQUARE
3800 EL CAMINO REAL
PALO ALTO, CA 94306
TEL 357-0850

1 pay assessments; to participate in voting trusts, pooling agree-
2 ments, foreclosures, reorganizations, consolidations, mergers,
3 liquidations, sales, and leases, and incident to such participa-
4 tion to deposit securities with and transfer title to any pro-
5 tective or other committee on such terms as the Co-Trustees may
6 deem advisable; and to exercise or sell stock subscription or
7 conversion rights;

8 (j) Except as otherwise specifically provided, the Co-
9 Trustees shall have the power, exercisable in the Co-Trustees'
10 discretion, to determine what is principal or income of the
11 trust estate and to apportion and allocate receipts and expenses
12 and other charges between these accounts, including also the power
13 to charge in whole or in part against principal, or to amortize
14 out of or charge forthwith to income, premiums paid on the pur-
15 chase of bonds or other obligations, Except insofar as the Co-
16 Trustees shall exercise this discretion, and except as otherwise
17 provided, matters relating to principal and income shall be
18 governed by the provisions of the California Principal and Income
19 Law from time to time existing.

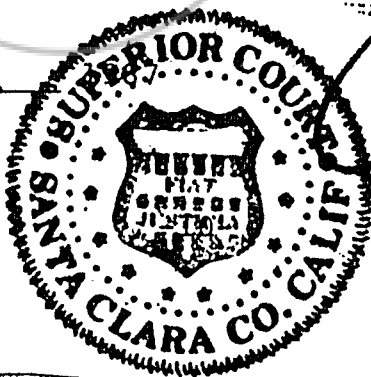
20 7. Distribution of the estate in petitioner's hands and
21 any other property of the decedent hereinafter discovered which
22 is not now known is to be made to the persons entitled, as set
23 forth in decedent's will and the petition.

24
25 JUN 23 1987

26 DATED: The foregoing instrument is a correct copy of
the original on file in this office
27 ATTEST

28 JUN 24 1987

GRACE K. YAMAKAWA
COUNTY CLERK - Santa Clara County
County Clerk and ex-officio Clerk of the Superior Court of the
State of California in and for the County of Santa Clara
BY Frank Morgan DEPUTY



John A. Flaherty
JUDGE OF THE SUPERIOR COURT

JOHN A. FLAHERTY

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LADDY H. GROSS
ATTORNEY AT LAW
SUITE 604
STANFORD FINANCIAL SQUARE
2000 EL CAMINO REAL
PALO ALTO, CA 94304
(415) 327-4600

COPY

REQUESTED BY

Laddy Gross

IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA

'87 JUL -1 A11 :56

SUZANNE BEAUDREAU
RECORDER

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\$ 15⁰⁰ PAID Bk DEPUTY

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