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JAN 22 1992

CASE NO. P-14331

DOUGLAS COUNTY  
DISTRICT COURT CLERK

DEPT. NO. 1

92 JAN 22 A9:09

BARBARA F. DALEY  
CLERK

BY DALEY

IN THE NINTH JUDICIAL DISTRICT COURT OF THE STATE OF NEVADA  
IN AND FOR THE COUNTY OF DOUGLAS

IN THE MATTER OF THE ESTATE  
OF  
HARVEY A. GROSS,  
Deceased.

ORDER APPROVING PETITION TO  
MAKE THIRD PARTIAL DISTRI-  
BUTION OF ASSETS OF ESTATE  
TO BENEFICIARIES ENTITLED  
THERETO, AND FOR ALLOCATION  
OF TAXES AND COSTS AND FEES  
OF ADMINISTRATION AMONG  
BENEFICIARIES

The Petition for Approval to Make Third Partial Distribution  
of Assets of Estate to Beneficiaries Entitled Thereto and for  
Allocation of Taxes and Costs and Fees of Administration Among  
Beneficiaries of BEVERLEE LEDBETTER, FIRST INTERSTATE BANK OF  
NEVADA, N.A., and CHUCK LINDEKUGEL, Co-Executors of the above  
entitled estate, coming on regularly for hearing at this time,  
and it appearing to the satisfaction of the Court that said  
Petition was filed with the Court on January 8, 1992 and that  
Wednesday, the 22nd day of January, 1992, at 9:00 a.m. was fixed  
as the time for the settling and hearing thereof, and it further  
appearing to the satisfaction of the Court that valid notice of  
the time and place of hearing was given to all persons entitled  
to such notice as required by law, and no person appearing to  
except to or contest said Petition, the Court finds that all of  
the statements in said Petition are true and correct:

272488

BOOK 392 PAGE 406

LAW OFFICE OF  
MILTON MANOUKIAN, ESQ.  
SOUTHWEST PROFESSIONAL CENTRE  
439 WEST PLUMB LANE  
RENO, NEVADA 89509  
(702) 786-2220

Return To:

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1 IT IS THEREFORE ORDERED:

2 1. That petitioners are hereby authorized and directed to  
3 make a partial distribution of the assets of the estate of  
4 decedent to the beneficiaries entitled thereto, specifically  
5 conditioned:

6 (a) Upon the stock certificates evidencing said  
7 distribution containing the restrictive endorsement set out in  
8 paragraph IX of the Petition for Third Partial Distribution  
9 ("Said Petition") on file herein, same being set forth as  
10 follows:

11 (i) Any sale, assignment, transfer, pledge or  
12 other disposition of any security issued is void unless  
13 approved in advance by the Nevada Gaming Commission and  
14 otherwise in accordance with the provisions of N.R.S.  
15 463.510 and the Nevada Gaming Control Board regulations  
16 adopted in furtherance thereof.

17 (ii) The shares evidenced by this certificate are  
18 subject to, restricted by, and may not be transferred,  
19 pledged, encumbered or otherwise disposed of without the  
20 consent of the Estate.

21 (iii) The current lien of the Internal Revenue  
22 Service against the assets of the Estate shall follow and  
23 attach to such shares.

24 (iv) In the event that the Co-Executors reasonably  
25 believe that the sale of part or all of the shares of stock  
26 of Harvey's Wagon Wheel, Inc., held by the Estate or in the  
27 event that the Co-Executors reasonably believe that the  
28 reorganization of or disposition of part or all of the  
assets of Harvey's Wagon Wheel, Inc., is in the best  
interest of the Estate, Vera Gross (or other heirs as the  
case may be) or her heirs, successors or assigns shall be  
obligated to take such actions as are indicated or required  
to implement the terms thereof as though the Estate still  
held the shares subject to this agreement.

(b) Further conditioning and reserving jurisdiction of  
all matters, including the reservation of jurisdiction to make  
any necessary adjustments of shares of stock of Harvey's Wagon  
Wheel, Inc., among the beneficiaries in the future and final

272488

1 distributions hereunder as same may be required as a result of  
2 increases or decreases in value owing to future profit or loss  
3 realized by Harvey's Wagon Wheel, Inc., as may be experienced by  
4 application of the provisions of paragraph 3 of the aforesaid  
5 Redemption Agreement (referred to in paragraph 4 below). This  
6 reservation of jurisdiction shall extend to the right of the  
7 Estate of Harvey A. Gross to require the return and surrender by  
8 beneficiary to the Estate of any shares of stock issued to a  
9 beneficiary as the adjustment of such values may indicate or  
10 require in the future.

11 Such distribution shall be made to the persons and in the  
12 numbers following:

13 (i) To VERA GROSS, 333 shares (less the 250 shares  
14 previously distributed to her, a net of 83 shares) as restricted  
15 by the provisions of paragraph IX of said Petition and the cash  
16 sum of \$848.00.

17 (ii) To BEVERLEE LEDBETTER, 61 shares as restricted by  
18 the provisions of paragraph IX of said Petition; and:

19 (a) The cash sum of \$11,725.00.

20 (b) The following described real property:

21 All of that certain real property located  
22 in the State of Nevada, County of Douglas, more particularly  
described as follows:

23 Parcel 1: The west 1/2 of the west 1/2 of the west 1/2  
24 of Lot 1 of the northeast quarter, Section 6, T 14 N, R 20  
E, M.D.B.&M. APN 13-031-16

25 Parcel 2: The southwest 1/4 of the northeast 1/4 of  
26 the west half of Lot 1 of the northeast 1/4, the north half  
of the southeast 1/4 of the west half of Lot 1 of the  
27 northeast 1/4, southwest 1/4 of the southeast 1/4 of the  
westhalf of Lot 1 of the northeast 1/4 and the northwest 1/4  
28 of the southwest 1/4 of the east half of Lot 1 of the  
northeast 1/4, Section 6, T 14 N, R 20 E, M.D.B.&M.  
APN 13-031-17

272488

1 All of that certain real property located  
2 in the State of California, County of El Dorado, more  
particularly described as follows:

3 Parcel 3: A portion of the west half of Lot 6, Section  
4 3, T 12 N, R 18 E, M.D.B.&M., described as follows:

5 Beginning at the southeast corner of the west half of  
6 Section 3, T 12 N, R 18 E, M.D.B.&M.; thence north 2°30'  
7 west 257.25 feet along the east line of said west half of  
8 Lot 6; thence north 49°20'12" west 390.00 feet, more or less  
9 to a point in the southeasterly line of U. S. Highway 50;  
10 thence in a southwesterly direction along the arc of a curve  
11 to the right having a radius of 5040.00 feet, 274.50 feet,  
more or less to a point from which a 6" x 6" concrete  
12 monument opposite engineer station 78+65.8 bears south  
13 47°19'25" west 406.19 feet; thence south 49°20'12" east  
14 475.33 feet to a point in the south line of the west half of  
15 said Lot 6 and north line of a county road called O'Malley  
16 Drive; thence north 89°43' east 132.25 feet along said line  
17 to the point of beginning. APN 31-241-14

18 Parcel 4: Lot 122 of the Country Club Heights, Unit 2,  
19 Subdivision. APN 33-221-03

20 (iii) To JESSICA LEDBETTER, 250 shares as restricted by  
21 the provisions of paragraph IX of said Petition.

22 (iv) To KIRK LEDBETTER, 125 shares as restricted by the  
23 provisions of paragraph IX of said Petition.

24 (v) To CHUCK LINDEKUGEL and WILLIAM B. LEDBETTER, 125  
25 shares as restricted by the provisions of paragraph IX of said  
26 Petition, as surviving trustees of the trust created for the  
27 benefit of said KIRK LEDBETTER, pursuant to the provisions of  
28 paragraphs THIRTEENTH of decedent's Last Will and Testament and  
to be by them held, managed and administered in accordance with  
the terms and provisions thereof, and further that the said CHUCK  
LINDEKUGEL and WILLIAM B. LEDBETTER shall be and are hereby  
authorized to act as the surviving trustees created pursuant to  
the provisions of said paragraphs THIRTEENTH and FOURTEENTH of

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272488

BOOK 392 PAGE 409

1 decedent's Last Will and Testament, as same apply to KIRK  
2 LEDBETTER, and as are set forth as follows, to-wit:

3 **THIRTEENTH:** The remaining three-fifths (3/5) interest  
4 in the rest, residue and remainder of my estate, I give,  
5 devise and bequeath to CHUCK LINDEKUGEL and WILLIAM  
6 LEDBETTER, IN TRUST, nevertheless, for the following uses  
7 and purposes:

8 A. I direct my said trustees shall pay over to my  
9 grandchild, KIRK LEDBETTER, the net income from the above  
10 trust, and I further direct that my said trustees pay over  
11 to said beneficiary so much of the corpus of the trust  
12 estate as may be found necessary to allow them to provide  
13 for the support, care, welfare, maintenance and education of  
14 my said grandchild, it being my will and desire that the  
15 income and principal of my trust estate be applied for the  
16 aforesaid uses and purposes.

17 B. The net income from my trust estate, as hereinabove  
18 set forth, shall be paid quarterly, or at such other  
19 intervals as the trustees may deem advisable or necessary.

20 C. The trustees shall not be required to make a  
21 physical division of the real and personal property, nor  
22 other assets comprising the trust estate.

23 D. If, at any time, in the absolute discretion of the  
24 trustees, my said beneficiary should for any reason be in  
25 need of funds to carry out my will, intent and desire, as  
26 set forth above, the trustees may, in their absolute  
27 discretion, pay to or apply for the benefit of such  
28 grandchild of mine, in addition to the payments hereinabove  
provided for him, such amounts from the principal of his  
share of the trust estate, up to the whole thereof, as the  
trustees may from time to time deem necessary or advisable  
for his use or benefit.

E. At such time as my named beneficiary shall attain  
his thirty-fifth (35) birthday, my said trustees shall  
thereupon distribute his then remaining portion of my trust  
estate, together with any accrued interest thereon, and  
following the last such distribution the trust created  
hereby shall cease and terminate.

F. The beneficiary of the trust created hereunder  
shall not have any right to alienate, encumber or  
hypothecate his interest in the principal or income of the  
trust in any manner, nor shall such interest of any  
beneficiary be subject to claims of his creditors, or liable  
to attachment, execution or other process of law.

G. In the event any of said named trustees shall  
predecease final distribution of the assets comprising the

1 above created trust estate, the successors thereof by  
2 agreement shall so select and name a successor trustee to  
3 serve in the place of such deceased, disabled or otherwise  
4 not qualified trustee, same to serve on the same terms and  
5 conditions as herein set forth. If no such agreement can be  
6 reached, then and in that event either of the surviving  
7 trustees shall have the authority to petition the Court  
8 having jurisdiction of said trust to name such successor who  
9 shall following a hearing on such matter be appointed by  
10 such Court to serve on the same terms and conditions as  
11 herein otherwise provided. Any of my trustees so named  
12 shall serve without bond.

13  
14 FOURTEENTH: The trustee of the foregoing trust, in addition  
15 to the powers which it has, or may have, by operation of law,  
16 shall have full power and authority, in such manner and upon such  
17 conditions as the trustee may determine:

- 18 A. To hold, manage, improve, repair, preserve, lease  
19 without limit as to term (including the execution of  
20 leases extending beyond the duration of the trust),  
21 sell, exchange, and otherwise deal with the trust  
22 property; and
- 23 B. To invest and reinvest the trust property in whatever  
24 real or personal property the trustee may determine,  
25 whether or not legal investments for trust funds,  
26 including (without limiting the generality of the  
27 foregoing) common stocks, whether or not dividend  
28 paying, and preferred stocks, regardless of dividend  
arrears; and
- C. To borrow money for the benefit of the trust and to  
mortgage, pledge, or otherwise encumber the trust  
property, or any part thereof, as security therefore;  
and
- D. To participate in reorganizations, consolidations,  
mergers, liquidations, or foreclosures, and to deposit  
or otherwise deal with securities constituting a part  
of the trust property, and in connection therewith to  
do any and all other things necessary or incidental  
thereto; and
- E. To vote or consent, with respect to securities con-  
stituting a part of the trust property, and to collect  
the income therefrom, pay assessments thereon,  
exercise options and subscriptions and conversion  
rights with respect thereto, hold the same in the  
name of the trustee or in the name of a nominee or  
nominees, and otherwise deal with the same in such  
manner as the trustee may determine; and

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272488

BOOK 392 PAGE 411

- 1 F. To appoint and employ such agent and employee as the  
2 trustee may deem necessary or advisable, including  
3 (without limiting the generality of the foregoing)  
4 accountants, attorneys, investment counsellors and  
5 custodians of the trust property; and  
6  
7 G. To incur and pay all taxes, assessments, costs,  
8 charges, fees and other expenses of every kind which  
9 the trustee may deem necessary or advisable in con-  
10 nection with the administration of the trusts hereby  
11 created, including reasonable trustees fees; and  
12  
13 H. To divide, partition, allot and distribute the trust  
14 property according to such method or procedure as the  
15 trustee may elect, whenever such action shall be  
16 required under the terms hereof, and to make such  
17 division, partition, allotment or distribution, and  
18 in determining the valuation of all or any part of  
19 the trust property for such purpose, when made in  
20 good faith, shall be conclusive and binding on all  
21 persons having any interest in the trust property; and  
22  
23 I. To hold, invest and reinvest any trust funds of which  
24 any different persons are income beneficiaries or  
25 prospective principal beneficiaries as one common fund  
26 or more than one common fund or separate funds, as the  
27 trustee may deem most convenient and advisable; and  
28  
29 J. Generally, to do and perform any and all other acts and  
30 things, whether or not of the same kind or class as  
31 those heretofore enumerated, which the trustee may deem  
32 necessary or advisable in connection with the admini-  
33 stration of the trust hereby created.
- 34 2. That the Co-Executors and particularly Co-Executor  
35 BEVERLEE LEDBETTER, the surviving Co-Executor in the California  
36 proceeding, following the death of Co-Executor FENN V. BARKLEY,  
37 SR., are authorized to make, execute and deliver such instruments  
38 or documents as are necessary to cause to be conveyed to BEVERLEE  
39 LEDBETTER the real property described in paragraph VIII of said  
40 Petition and as described in paragraph 1(b)(ii) hereinabove.
- 41 3. That petitioners are allowed and authorized to allocate  
42 all taxes and costs of administration of decedent's estate in the  
43 manner set forth in Exhibit "A" to the Petition for Third Partial  
44 Distribution on file in this partial distribution.

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1           4. (a) That the beneficial interests in the estate assets  
2 and cost of administration subsequent to the proposed  
3 distribution are as follows:

4	VERA GROSS	35.9786%
5	BEVERLEE LEDBETTER	10.0082%
6	JESSICA LEDBETTER	27.0066%
7	KIRK LEDBETTER	13.5033%
8	TRUST FOR KIRK LEDBETTER	13.5033%

9 and

10           (b) That in the event federal and state estate tax,  
11 interest and penalties paid shall be more or less than  
12 \$16,010,733.00, such excess or surplus shall be charged or  
13 credited as follows:

13	BEVERLEE LEDBETTER	30.9535%
14	JESSICA LEDBETTER	34.5233%
15	KIRK LEDBETTER	17.2616%
16	TRUST FOR KIRK LEDBETTER	17.2616%

17           (c) That for the purpose of this and all future  
18 distributions the value of the stock of Harvey's Wagon Wheel,  
19 Inc., shall be the price determined under that certain Agreement  
20 Relating to Sale and Purchase of Corporate Stock dated February  
21 1, 1985, by and between the Harvey A. Gross Estate and Harvey's  
22 Wagon Wheel, Inc., at the date of each distribution.

23           5. That the distribution provided for herein, save and  
24 except for the real property and cash distribution referred to  
25 herein, shall be subject to final approval of the Nevada Gaming  
26 Control Board and the Nevada Gaming Commission, and that same be  
27 made without bond.

28           6. That petitioners are allowed and authorized to retain  
the residue of the estate and to manage and administer such

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1 assets of the estate in accordance with the previous orders of  
2 this Court.

3 DONE IN OPEN COURT this 22nd day of January, 1992.

4 *David R. L...*  
5 \_\_\_\_\_  
6 DISTRICT JUDGE

LAW OFFICE OF  
MILTON MANOUKIAN, ESQ.  
SOUTHWEST PROFESSIONAL CENTRE  
439 WEST PLUMB LANE  
RENO, NEVADA 89509  
(702) 786-2220

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SEAL

The document to which this certificate is attached is a full, true and correct copy of the original on file and of record in my office.

DATE: 1-22-92  
*R. Keck* Clerk of the Judicial District Court  
of the State of Nevada, in and for the County of Douglas.

By *J. M.aley* Deputy  
-9-

REQUESTED BY  
*Milton Manoukian*  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA *Esq.*

'92 MAR -4 P1:54

SUZANNE BLAUGREAU  
RECORDER

\$ 13.00 PAID Bh DEPUTY