

**CERTIFICATE**

I, ROBERT R. BEBERMEYER, hereby declare:

That I am an active member of the State Bar of California;

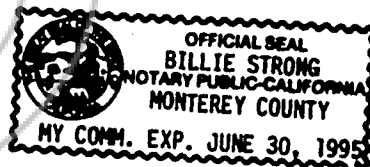
That the attached pages of the MAMIE FERRANTE LIVING TRUST under written declaration of trust dated January 25, 1982, as amended, reflect the execution of said trust, the successor trustee of said trust, (the settlor's son, JOSEPH HAROLD FERRANTE, having predeceased the settlor) the applicable trust powers and the dispositive provisions of said trust are true and correct copies of said trust in force and effect at the time of decedents death on June 13, 1992.

Dated March 23, 1993

By Robert R. Bebermeyer  
Robert R. Bebermeyer  
Attorney at Law

Subscribed and sworn to before me  
this 23rd day of March, 1993.

Billie Strong  
Notary Public in and for  
said County and State



DECLARATION OF TRUST

I, MAMIE FERRANTE, a single person, residing in Monterey County, California, hereinafter called the "Trustor" declares that:

FIRST: CONVEYANCE TO TRUSTEE

The Trustor has conveyed and transferred, without consideration, to the Trustee hereinafter named, all the property described in an Inventory attached hereto and marked Exhibit "A".

SECOND: IDENTITY OF TRUST ESTATE

All property conveyed to the Trustee and described in Exhibit "A" which is the separate property of the Trustor and any other property that may hereafter be conveyed to the Trustee is referred to as the "Trust Estate" and shall be held, administered and distributed in accordance with this Declaration of Trust.

THIRD: IDENTITY OF TRUSTEE AND SUCCESSOR TRUSTEE

The Trustor is hereby designated as Trustee of the Trust created pursuant to this Declaration of Trust. In the event that the Trustee or any Successor Trustee (1) becomes physically or mentally incapacitated, as certified by two licensed physicians, whether or not a Court of competent jurisdiction has declared the Trustee to be incompetent, mentally ill, or in need of a conservator, (2) dies, or (3) delivers written notice of resignation to the Successor Trustee, hereinafter named, then the following person(s), listed in order of appointment, shall act as Successor

Trustee(s), whereby each Successor Trustee shall serve if the previously named Successor Trustee shall fail to qualify or cease to act as Successor Trustee, and each Successor Trustee shall have all the rights, powers and obligations conferred on such Trustee by this Declaration:

First, the Trustor's son, JOSEPH HAROLD FERRANTE;  
Second, the Trustor's daughter, ANNA MARIE BUFFO; and Third,  
the Trustor's daughter, ANGILLEE GERALDINE BATTAGLIA.

Notwithstanding the above, any Trustee, while competent and acting as Trustee, may at any time select for any reasonable purpose a person or institution (including a Co-Trustee, if any) to act as temporary Trustee of any Trust, for a reasonable period of time, or to assume temporarily some of the functions of a Trustee, at the expense of the Trust, by a writing delivered to such person or institution and may thereafter revoke such selection by a writing delivered to such person or institution which shall be effective upon delivery. The appointment of a temporary Trustee shall automatically terminate upon the death, disability, or resignation of the appointing Trustee. No bond shall be required of any person named or selected as Trustee (including a Temporary Trustee) as provided in this Declaration for the faithful performance of his or her duties as Trustee.

The adult, competent beneficiaries (or minor beneficiaries through their guardians), by unanimous written agreement, may remove any Corporate Trustee acting under this instrument with respect to a Trust no longer revocable by the Trustor and may designate any Corporate Trustee as Successor Trustee. Removal

proceeds of insurance policies on the deceased Trustor's life. However, to the extent there are no other assets available for such purposes, or to the extent the trust includes insurance proceeds in excess of the amount of insurance exemption available under the California Revenue and Taxation Code, the Trustee, in his discretion, may use insurance proceeds that are otherwise taxable in the deceased Trustor's estate for federal estate tax purposes for such payments.

Except as provided above, death taxes paid by the Trustee shall not be charged against or collected from any beneficiary of the Trust Estate or any transferee of property passing outside of the Trust Estate.

## 2. DISTRIBUTION OF THE TRUST ESTATE

On the death of the Trustor, the Trust Estate shall be held, administered, and distributed by the Successor Trustee as set forth in Exhibit "B" attached hereto and incorporated herein by this reference.

### NINTH: POWERS OF TRUSTEE

The Trustee is granted those powers and shall be bound by the Administrative Provisions set forth in that certain memorandum entitled, "POWERS AND ADMINISTRATIVE PROVISIONS", which powers are attached hereto and incorporated by this reference.

### TENTH: ADMINISTRATIVE PROVISIONS

#### 1. DEFINITIONS

a. The term "children", as used in this Trust, includes children who may hereafter be born to or adopted by

given to the beneficiaries of those trust assets under other provisions of this instrument shall be deemed to have accrued and vested as of that prescribed time.

4. NAMES OF TRUSTS

The Trust created in this instrument may be referred to as the MAMIE FERRANTE LIVING TRUST.

I, MAMIE FERRANTE, certify that:

1. I am the person named as Trustor in the foregoing Declaration of Trust;

2. I have read the foregoing Declaration of Trust and it correctly sets forth the terms and conditions under which the Trustee named in it is to hold, administer, and distribute the Trust Estate described in it;

3. I confirm, ratify, and approve such Declaration of Trust and request the Trustee to execute it.

EXECUTED on this 25 day of January, 1982  
at Monterey, California.

Mamie Ferrante  
MAMIE FERRANTE

The undersigned Trustee accepts this Trust and agrees to perform in accordance with its terms and conditions.

The Trustor, MAMIE FERRANTE, on the date last above written declared to us that the above instrument consisting of ten (10) pages including the page bearing our signatures, is the Trustor's Trust and requested us to act as witnesses to it. The Trustor thereupon signed this Trust in our presence, all of us being present at the same time. Each of us, at the Trustor's request, now signs as a witness in the presence of each other. Each of us knows that each signature appearing hereon is a true signature of the person who signed.

We declare under penalty of perjury that the foregoing is true and correct.

Cathe Martorella residing at Salinas, Ca.  
Carl T. Cardinali residing at Monterey, Ca

STATE OF CALIFORNIA )  
COUNTY OF MONTEREY ) ss.

On this 25 day of January, 1982, before me,  
Cathe M. Martorella, a Notary Public, State  
of California, duly commissioned and sworn, personally appeared  
Mamie Ferrante, known to me to  
be the person(s) whose name(s) is (are) subscribed to the within  
instrument and acknowledged to me that they executed the same.

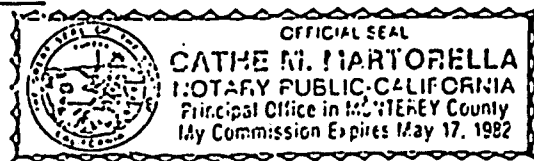
IN WITNESS WHEREOF I have hereunto set my hand and affixed  
my official seal in the County of Monterey the day and year in  
this certificate first above-written.

Cathe M. Martorella  
Notary Public

My Commission Expires: May 17, 1982

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**MAMIE FERRANTE LIVING TRUST  
EXHIBIT B**

The following is attached to the Declaration of Trust referred to as the MAMIE FERRANTE LIVING TRUST, dated January 25, 1982, and incorporated by this reference thereto in Article Eighth thereof. This EXHIBIT B hereby revokes any prior Exhibit B's executed prior to the date of execution of this document.

1. My entire interest in the following trust property located at 509, 511, 515 and 515 1/2 Dela Vina Avenue, Monterey, Monterey County, California, consisting of real property which is improved with single family residences, subject to any encumbrances on said real property, shall be distributed as follows:

a. One-Third (1/3) in equal shares to the following: CATHRYN F. FERRANTE, FRANK FERRANTE, ANTONIA IHNOT and CATHLEEN HILTON. In the event any of them shall predecease me their share shall be distributed to their issue by right of representation.

b. The remaining two-thirds (2/3) shall be distributed pursuant to paragraph "2" below.

2. The rest residue and remainder of my trust estate shall be distributed as follows:

a. Fifty percent (50%) of my remaining trust estate to ANNABELLA M. BUFFO. It is my expressed intent that she retain this interest as her sole and separate property and that she leave this property to her children upon her death. In the event she shall predecease me, her share of my remaining trust estate shall be distributed to her issue by right of representation.

b. Fifty percent (50%) of my remaining trust estate to ANGILLEE GERALDINE BATTAGLIA. It is my expressed intent that she retain this interest as her sole and separate property and that she leave this property to her children upon her death. In the event she shall predecease me, her one-third of my remaining trust estate shall be distributed to her issue by right of representation.

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Executed on June 14, 1991, at Monterey, California.

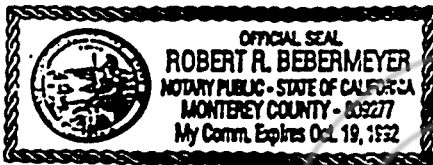
Mamie Ferrante  
MAMIE FERRANTE

**Acknowledgment**

State of California     )  
  ) ss.  
County of Monterey     )

On June 14, 1991, before me, Robert R. Bebermeyer, personally appeared MAMIE FERRANTE, 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.

WITNESS my hand and official seal.



Robert R. Bebermeyer  
Notary Public



STANDARD TRUSTEE POWERS  
AND ADMINISTRATIVE PROVISIONS,

To carry out the purposes of any Trust created under this Declaration and subject to any limitations stated elsewhere in this Declaration, the Trustee and each Successor Trustee is vested with the following powers in addition to those powers now or hereafter conferred by law and the following administrative provisions shall apply.

FIRST: TRUSTEE POWERS

1. INVESTMENTS

To invest and reinvest all or any part of the Trust Estate in such common or preferred stocks, shares of investment trusts and investment companies, bonds, debentures, mortgages, deeds of trust, mortgage participations, notes, real estate, or other property as the Trustee in the Trustee's discretion may select; and the Trustee may continue to hold in the form in which received (or the form to which changed by reorganization, splitup, stock dividend, or other like occurrence) any securities or other property the Trustee may at any time acquire under this Trust, it being the Trustor's express desire and intention that the Trustee shall have full power to invest and reinvest the Trust funds without being restricted to forms of investment that the Trustee may otherwise be permitted to make by law.

2. PRIOR INVESTMENTS

To continue to hold any property including any shares of the Trustee's own stock and to operate at the risk of the Trust Estate any business that the Trustee receives or acquires under the Trust as long as the Trustee deems advisable.

3. SECURITIES

To have all the rights, powers, and privileges of an owner with respect to the securities held in Trust, including, but not limited to, the powers to vote, give proxies, and pay assessments; to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, and liquidations, and incident to such participation to deposit

securities with and transfer title to any protective or other committee on such terms as the Trustee may deem advisable; and to exercise or sell stock subscription or conversion rights.

4. TITLE TO SECURITIES

To hold securities or other property in the Trustee's name as Trustee under this Trust, or in the Trustee's own name, or in such condition that ownership will pass by delivery.

5. PROPERTY MANAGEMENT

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

6. LEASES

To lease Trust property for terms within or beyond the term of the Trust 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.

7. LOANS

To lend money to any person, including the Probate Estate of the Trustor, provided that any such loan shall be adequately secured and shall bear a reasonable rate of interest.

8. PURCHASES BY TRUSTEE

To purchase property at its fair market value as determined by the Trustee in the Trustee's discretion, from the Probate Estate of the Trustor.

9. RELEASE OF POWERS

To disclaim or to release or to restrict the scope of any power that the Trustee may hold in connection with the trust created under this Declaration of Trust, whether such power is expressly granted in this Declaration of Trust or implied by law. The Trustee shall exercise this power in a written instrument specifying the powers to be disclaimed, released, or restricted, and the nature of such restriction.

10. TAX ELECTIONS

To make or refrain from making elections, or to take any action or refrain from taking any action, permitted under any applicable income, estate or inheritance tax law without regard

to the effect of any such election or action, or the lack thereof, on the interest of any beneficiary and, if such election shall be made, to apportion, or refrain from apportioning, any benefits thereof among the respective interests of the beneficiaries, all in such manner as the Trustee shall determine in the Trustee's absolute discretion; provided, however, the Trustee shall not exercise this discretion in any manner that will result in the loss of, or decrease in, any marital, charitable or orphan's deductions otherwise allowable to the Trust Estate, or will result in the Trustee being deemed to have a general power of appointment under Internal Revenue Code Section 2041 to the extent the Trustee is also beneficiary hereunder.

#### 11. BORROWING

To borrow money, and to encumber Trust property by mortgage, deed of trust, pledge, or otherwise for the debts of the Trust or the joint debts of the Trust and a co-owner of Trust property.

#### 12. LITIGATION

To commence or defend, at the expense of the Trust, such litigation with respect to the Trust or any property of the Trust Estate as the Trustee may deem advisable, and to compromise or otherwise adjust any claims or litigation against or in favor of the Trust.

#### 13. INSURANCE

To carry insurance of such kinds and in such amounts as the Trustee deems advisable, at the expense of the Trust, to protect the Trust Estate and the Trustee personally against any hazard.

#### 14. CONFLICTING CLAIMS

To withhold from distribution, in the Trustee's discretion, at the time for distribution of any property in this Trust, without the payment of interest, all or any part of the property, as long as the Trustee shall determine in the Trustee's discretion that such property may be subject to conflicting claims, to tax deficiencies, or to liabilities, contingent or otherwise, properly incurred in the administration of the estate.

#### 15. DIVISIONS AND DISTRIBUTIONS

To partition, allot, and distribute the Trust Estate, or any division or partial or final distribution of the Trust Estate, in undivided interests or in kind, or partly in money and partly in kind, at valuations determined by the Trustee, and

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to sell such property as the Trustee may deem necessary to make division or distribution. In making any division or partial or final distribution of the Trust Estate, the Trustee shall be under no obligation to make a prorata division, or to distribute the same assets to beneficiaries similarly situated; but, rather, the Trustee may, in the Trustee's discretion, make a nonprorata division between Trusts or shares and nonprorata distributions to such beneficiaries, as long as the respective assets allocated to separate trusts or shares, or distributed to such beneficiaries, have equivalent or proportionate fair market value.

In making nonprorata distributions to the beneficiaries hereunder, the Trustee shall consider and attempt to equalize, insofar as practicable, the aggregate income tax bases of assets distributed to the various beneficiaries. The attempt by the Trustee to equalize income tax bases and to consider the effect on value if the income tax basis is unequal shall be absolute, and the Trustee's decision in this matter shall be final and conclusive on all parties in interest. The Trustee may, in attempting to equalize the tax bases, consider the income tax brackets of the distributees; provided, however, that the Trustee shall not exercise this discretion in a manner that will result in the loss of, or decrease in, any marital, charitable or orphan's deductions otherwise allowable in determining the Trustor's federal estate tax, or will result in the Trustee being deemed to have a general power of appointment under Internal Revenue Code Section 2041, to the extent the Trustee is a beneficiary hereunder.

#### 16. ADVISORS

To employ any custodian, attorney, accountant, corporate fiduciary, or any other agent or agents to assist the Trustee in the administration of this trust and to rely on the advice given by these agents. Reasonable compensation for all services performed by these agents shall be paid from the Trust Estate out of either income or principal as the Trustee in the Trustee's discretion shall determine, and shall not decrease the compensation to which the Trustee is entitled.

#### 17. TRUST ACCOUNTING

The Trustee's powers shall be subject to the Trustee's duty to treat income beneficiaries and remaindermen equitably, and the following requirements shall be observed by the Trustee:

(1) Such reserves for depreciation as may be required by good accounting practice shall be established;

PRINCE GEORGE

COPY

REQUESTED BY  
Reith, Behermeyer & Wieber  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

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SUZANNE BEAUDREAU  
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