

**CERTIFICATE OF IRREVOCABLE TRUST**

**THE HOMER P. CAREY and IRENE E. CAREY TRUST,  
dated October 18 1972, also known as the Carey 1972 FAMILY TRUST  
or the HOMER P. CAREY TRUST,  
has been divided pursuant to Court Order,  
and is now the MARILYN CAREY POTTER CHILDREN'S TRUST.**

On December 13, 2001, in Case No. 01-PB-0092, the Ninth Judicial District Court of the State of Nevada in and for the County of Douglas, issued an Order distributing, dividing and allocating the assets of the HOMER P. CAREY and IRENE E. CAREY TRUST, dated October 18 1972, also known as the Carey 1972 FAMILY TRUST or the HOMER P. CAREY TRUST.

A. A copy of the Order is attached as Exhibit "A". The Order provides in pertinent part as follows:

1. LANCE K. BRADFORD, as the Trustee of the Trust, is authorized and directed to distribute, divide and allocate the assets of the Trust to the successor Trustees and/or beneficiaries as appointed by IRENE E. CAREY according to her last Will and her Second Codicil admitted to Probate by said Court in Case No. 01-PB-0058.
2. Upon division, allocation and distribution of the Trust, the various Trustees and beneficiaries should be indemnified and held harmless each from the other with regard to their future acts concerning the Trust res.
3. The portion of the Trust set over to MARILYN CAREY POTTER as Trustee is now known as the MARILYN CAREY POTTER CHILDREN'S TRUST, and MARILYN CAREY POTTER is confirmed as Trustee of said Trust under the provisions set forth in the Second Codicil of Irene E. Carey, on file with the Court in Case No. 01-PB-0058.
4. MARILYN CAREY POTTER, as Trustee, is vested with all the powers granted under Nevada law, any additional powers given to her under the Article entitled "Powers of Trustee" as set forth on pages 12-18 of the Homer P. Carey and Irene E. Carey 1972 Family Trust, and with all the rights given to her under the Second Codicil of IRENE E. CAREY.

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**B. The properties distributed to MARILYN CAREY POTTER pursuant to the Last Will and Second Codicil of IRENE E. CAREY, over which MARILYN POTTER is appointed as Trustee, are:**

- 1. Parcel 6, Triknox Ranch, Smith Valley, Nevada;**
- 2. 3483 and 3477 Vista Grande, APN 13-131-01 and APN 13-131-02, Douglas County, Nevada;**
- 3. 3669 Green Acres, Carson City, Nevada 89705; and 555 to 559 Dudley Street,**
- 4. 555 to 559 Dudley Street, 2 West Cottage, Dorchester, MA 02125,**
- 5. The proceeds from or reinvestments of those properties.**
- 6. All livestock, crops, timber, mineral rights, water rights, oil and gas rights, and all appurtenances, fixtures and personalty, whether tangible or intangible, related to said properties.**
- 7. Miscellaneous liquid and/or personal property.**

**C. In the event MARILYN CAREY POTTER shall for any reason cease to act as Trustee, and fails to designate a successor trustee, a majority of her then-living children may select a Trustee, or group of co-Trustees, to serve.**

**D. The beneficiaries of this Trust is MARILYN CAREY POTTER and her children, and others named in the Second Codicil of IRENE E. CAREY.**

**E. The Trust is IRREVOCABLE.**

**F. MARILYN CAREY POTTER has authority to act alone in her capacity as Trustee without obtaining permission any other person.**

**G. MARILYN CAREY POTTER as Trustee is vested with all the powers granted to Trustees under Nevada law, any additional powers given to her under the Article entitled "Powers of Trustee" as set forth on pages 12-18 of the Homer P. Carey and Irene E. Carey 1972 Family Trust, and with all the rights given to her under said Second Codicil.**

**\* \* \***

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MARILYN CAREY POTTER, sole Trustee, hereby attests that the Trust has not been revoked or amended to make any representations contained in this certification incorrect, and that the representations herein are correct.

IN WITNESS WHEREOF, MARILYN CAREY POTTER has hereunto set her hand this 29 day of December, 2001.

*Marilyn Carey Potter*  
MARILYN CAREY POTTER, Trustee

STATE OF NEVADA )  
                  *Douglas* ) SS.:  
COUNTY OF CLARK )  
                  *CJS*

On this 29 day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared MARILYN CAREY POTTER, as successor Trustee of the HOMER P. CAREY and IRENE E. CAREY TRUST, dated October 18 1972, now pursuant to Court Order, the MARILYN CAREY POTTER CHILDREN'S TRUST. She is known to me to be the person whose name is subscribed to the within instrument and acknowledges that she executed the same.

WITNESS my hand and official seal.



*Christine Stephenson*  
NOTARY PUBLIC

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**RESIGNATION OF TRUSTEE LANCE K. BRADFORD**

LANCE K. BRADFORD, Trustee of the HOMER P. CAREY and IRENE E. CAREY TRUST, dated October 18 1972, hereby confirms his resignation as Trustee over the above-described portion of the Trust, now known as the MARILYN CAREY POTTER CHILDREN'S TRUST.

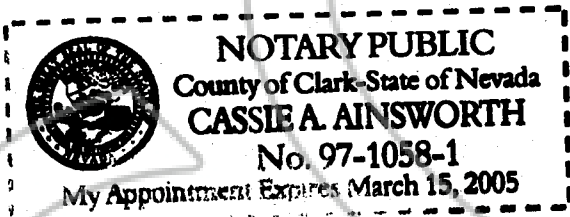
IN WITNESS WHEREOF, LANCE K. BRADFORD has hereunto set his hand this 27 day of December, 2001.

Lance Bradford  
LANCE K. BRADFORD, resigning

Trustee

STATE OF NEVADA )  
                              ) SS.:  
COUNTY OF CLARK )

On this 27 day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared LANCE K. BRADFORD, as resigning Trustee of the portion of the HOMER P. CAREY and IRENE E. CAREY TRUST, dated October 18, 1972, which is now pursuant to Court Order, the MARILYN CAREY POTTER CHILDREN'S TRUST. He is known to me to be the person whose name is subscribed to the within instrument and acknowledges that he executed the same.



WITNESS my hand and official seal.  
Cassie Ainsworth  
NOTARY PUBLIC

APPROVED AS TO FORM:

Harriet H. Roland  
Harriet H. Roland, Esq.  
5852 S. Pecos Road, Ste. 7  
Las Vegas, NV 89120  
(702) 452-1500  
Attorney for the Estate of IRENE E. CAREY



FILED

DEC 11 2001  
DOUGLAS COUNTY  
DISTRICT COURT CLERK

1 **ORD**  
2 **Case No: 01-PB-0092**  
3 **Dept. No: 1**

NO. \_\_\_\_\_  
'01 DEC 13 11:42

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

6 **J. GREGORY DEPL**  
7 \*\*\*\*\*

8 In The Matter of the

9 **HOMER P. CAREY AND IRENE**  
10 **E. CAREY 1972 TRUST, u/a/d**  
11 **October 18, 1972.**

12 an irrevocable trust

13 **ORDER FOR CONFIRMATION OF TRUSTEE, APPROVAL OF FIRST AND**  
14 **FINAL ACCOUNT AND DISTRIBUTION OF TRUST RES**

15 THIS CAUSE coming on to be heard this 4<sup>th</sup> day of December, 2001, upon  
16 the Petition of the Trustee Lance K. Bradford; with Harriet H. Roland, Esq.,  
17 being personally present in Open Court on behalf of Trustee; and Michael H.  
18 Carey, being personally present in Open Court pro per; and Byron Bilyeu, Esq.,  
19 being personally present in Open Court on behalf of Marilyn Carey Potter; and  
20 Marilyn Carey-Potter being personally present in Open Court;

21 The Court having reviewed the Petition and having carefully canvassed  
22 Marilyn Carey Potter regarding her consent to the Petition, and advising her that  
23 by her consent she waived any objection thereto; and

24 No objections being taken by the Court;

25 The Court, being fully advised in the premises, having reviewed the  
26 papers and pleadings on file, and on good cause being shown, **HEREBY FINDS:**

- 27 1. Proper Notice of this hearing as required by law was given to all  
28 interested persons.
- 2. The allegations contained in the Petition are true and correct.
- 3. Lance K. Bradford, of Las Vegas, Nevada, should be and is hereby

LAW OFFICES OF  
HARRIET H. ROLAND, M.B.A.  
A PROFESSIONAL LAW CORPORATION  
5852 SOUTH PECOS ROAD, South Hall, #7 \*\* LAS VEGAS, NEVADA 89120  
TELEPHONE: (702) 452-1500 \*\* FAX: (702) 451-2387

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1 confirmed as Trustee of the above-captioned Trust.

2 4. The Last Will & Testament of Irene E. Carey dated August 31,  
3 1995, and her Codicil dated June 12, 2000, were admitted to  
4 probate by this Court in Case No: 01-PB-0058 on October 9, 2001,  
5 and Notice of Entry of Order in that matter was properly given to all  
6 interested persons. No Will contest has been filed in that case. By  
7 said Will and Codicil Irene E. Carey exercised her special power of  
8 appointment over the trust res.

9 5. The Homer P. Carey and Irene E. Carey Trust, dated October 18,  
10 1972, also known as the Carey 1972 Family or the Homer P. Carey  
11 Trust, should be distributed, divided and allocated as detailed in the  
12 Codicil of Irene E. Carey dated June 12, 2000; and the various  
13 Trustees of each divided portion of the Trust should be confirmed.

14 6. Upon division, allocation and distribution of the Trust, the various  
15 Trustees and beneficiaries should be indemnified and held  
16 harmless each from the other with regard to their future acts  
17 concerning the Trust res.

18 7. The Account of the Trustee, entitled Charge and Discharge  
19 Statement and Accountant's Compilation Report dated July 23,  
20 1999 to July 31, 2001, prepared by Grant Thornton, LLP and filed  
21 with this Court on November 13, 2001 should be approved in all  
22 particulars.

23 8. The prior acts of Lance K. Bradford should be ratified and  
24 approved.

25 9. The distribution of the Trust res proposed by the Trustee is  
26 estimated and summarized in the Supplemental Trustee's  
27 Estimated Asset Distribution Summary as of November 15, 2001,  
28 dated November 26, 2001, and filed by the Trustee in this matter

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1 on November 27, 2001. The values of the trust assets and of the  
2 proposed distribution change periodically due to the liquid and  
3 dynamic nature of the trust assets and the ongoing trust expenses.

4 10. It is in the best interest of the Trust and the beneficiaries that the  
5 Trustee should distribute the Trust res according to the  
6 Supplemental Trustees Estimated Asset Distribution Summary as  
7 of November 15, 2001, taking into account the changes in income  
8 and expense of the Trust and of the various assets, if no written  
9 objections have been filed in this matter within ten (10) days from  
10 December 4, 2001.

11 11. Distribution of the portion appointed in Trust to Marilyn Carey  
12 Potter should take place on or before December 31, 2001, and  
13 distribution of the remaining Trust res should be accomplished as  
14 soon as practicable.

15 12. Upon division, allocation and distribution pursuant to the terms of  
16 the Codicil, Lance K. Bradford should be discharged as Trustee  
17 herein.

18 **WHEREFORE, IT IS HEREBY ORDERED:**

19 A. Lance K. Bradford, of Las Vegas, Nevada, is hereby confirmed as  
20 Trustee of the above-captioned Trust;

21 B. The Account of the Trustee, entitled Charge and Discharge  
22 Statement and Accountant's Compilation Report dated July 23,  
23 1999 to July 31, 2001, prepared by Grant Thornton, LLP and filed  
24 with this Court on November 13, 2001 is approved in all particulars.

25 C. The prior acts of Lance K. Bradford are ratified and approved.

26 D. The Trustee shall divide, distribute and allocate the Homer P.  
27 Carey and Irene E. Carey Trust, dated October 18, 1972, also  
28 known as the Carey 1972 Family or the Homer P. Carey Trust, as

1 detailed in the Second Codicil of Irene E. Carey dated June 12,  
2 2000; and as estimated in the Supplemental Trustees Estimated  
3 Asset Distribution Summary as of November 15, 2001, dated  
4 November 26, 2001, after reasonable adjustment for ongoing trust  
5 expenses and valuation differentials, and taking into account the  
6 changes in income and expense of the Trust and of the various  
7 assets.

8 E. LANCE K. BRADFORD shall accomplish distribution of the portion  
9 appointed in trust to Marilyn Carey Potter before December 31,  
10 2001, and the division, allocation and distribution of the remaining  
11 Trust res is to be accomplished as soon as practicable.

12 F. Upon division, allocation and distribution of the Trust res, the  
13 following Trustees are confirmed:

14 1) MARILYN CAREY POTTER is confirmed as Trustee of  
15 the MARILYN CAREY POTTER CHILDREN'S TRUST,  
16 under the provisions set forth in the Second Codicil of Irene  
17 E. Carey, on file with this Court in Case No. 01-PB-0058,  
18 with all the powers granted under Nevada law, any additional  
19 powers given to her under the Article entitled "Powers of  
20 Trustee" as set forth on pages 12-18 of the Homer P. Carey  
21 and Irene E. Carey 1972 Family Trust, and with all the rights  
22 given to her under said Second Codicil.

23 2) MICHAEL H. CAREY is confirmed as Trustee of the  
24 MICHAEL H. CAREY CHILDREN'S TRUST, under the  
25 provisions set forth in the Second Codicil of Irene E. Carey,  
26 on file with this Court in Case No. 01-PB-0058, with all the  
27 powers granted under Nevada law, any additional powers  
28 given to him under the Article entitled "Powers of Trustee" as

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1 various Trustees, namely MARILYN CAREY POTTER, MICHAEL  
2 H. CAREY, DAVID LINDLEY CAREY, and ANTHONY L. CAREY,  
3 and upon final discharge of the Trustee LANCE K. BRADFORD, the  
4 Trustees are released from the continuing jurisdiction of this Court.

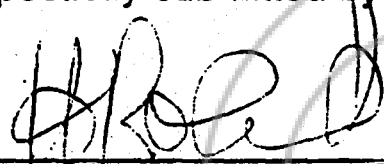
5 I. Upon full distribution pursuant to the Codicil, Lance K.  
6 Bradford shall be discharged as Trustee herein.

7 J. Until final discharge of the LANCE K. BRADFORD as Trustee, this  
8 Court retains jurisdiction over this matter to determine all disputed  
9 matters involving the Trust.

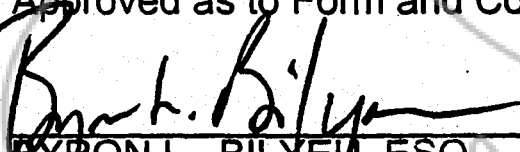
10 Dated this 13 day of December 2001.

11  
12   
13 DAVID R. RANDALL  
DISTRICT JUDGE

14 Respectfully submitted by:

15   
16 HARRIET H. ROLAND, ESQ.  
17 Nevada Bar No: 5471  
18 5852 South Pecos Road, #7  
19 Las Vegas, NV 89120  
(702) 452-1500  
Attorney for Trustee, Lance K. Bradford

20 Approved as to Form and Content:

21   
22 BYRON L. BILYEU, ESQ.  
23 100 W. Liberty Street, Ste. 900  
24 Reno, NV 89501  
Attorney for Marilyn Carey-Potter

When recorded send recorded document and tax statements to:

✓ Marilyn Potter  
3669 Green Acre Drive  
Carson City, NV 89705

25 J:\Client data\Est of Carey, Irene\Probate Pleadings\Order for confirmation and distribution.120401.wpd

COPY

REQUESTED BY  
*Marilyn Potter*  
IN OFFICIAL RECORDS OF  
DOUGLAS CO. NEVADA

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LINDA SLATER  
RECORDER

\$23<sup>00</sup> PAID *2* DEPUTY

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