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ENTERED

FILED

LAW OFFICES OF
BORTON, PETRINI & CONRON
1712 NINETEENTH STREET
POST OFFICE BOX 3028
BAKERSFIELD, CALIFORNIA 93302
TELEPHONE 322-3051

79 AUG 28 PM 2:53

79 AUG 29 AM 4:42

Attorneys for Executors

225 60
C. Hansen
C. Hansen

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF KERN

Entered 397

In the Matter of the Estate of)
OSCAR RUDNICK,)
Deceased.)

No. 15776

ORDER SETTLING SECOND ACCOUNT AND
REPORT OF EXECUTORS, ALLOWING
STATUTORY COMMISSIONS AND FEES AND
ACCOUNTANT'S FEES AND FOR FINAL
DISTRIBUTION TO TESTAMENTARY TRUST

SOPHIE RUDNICK, MARCUS RUDNICK and JOSEPH PHILLIPS, as
executors of the will of OSCAR RUDNICK, deceased, having filed
herein their Second and Final Account and Report of Executors and
Petition for Settlement thereof, for Statutory Commissions and Fees,
for Accountant's Fees and for Final Distribution, and Supplement
thereto, and the petition coming on regularly for hearing on the
17th day of August, 1979, in Department No. 1, Probate and Extra
Sessions Court, the Honorable Gerald W. Goodsell, Probate and Court
Commissioner of the Superior Court presiding, DAVID R. LAMPE
of BORTON, PETRINI & CONRON appearing as attorney for the executors,
the Court finds:

- 1. Due and legal notice of the hearing of the petition

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(1)

1 and of the settlement of the account has been regularly given for
2 the period and in the manner required by law.*

3 2. The account and report of the executors is full, true
4 and correct, and all allegations of the petition for its settle-
5 ment are true. The account should be approved as filed and all
6 acts and transactions of the executors relating to the matters set
7 forth in it should be approved.

8 3. On September 23, 1959, OSCAR RUDNICK died testate in
9 the County of Kern, State of California; at the time of death,
10 the deceased was a resident of the County of Kern, State of
11 California, and left property in the County of Kern, State of
12 California.

13 4. On October 14, 1959, an order was entered herein ad-
14 mitting the will of the deceased to probate and appointing SOPHIE
15 RUDNICK, MARCUS RUDNICK and JOSEPH PHILLIPS executors of the will;
16 thereafter, SOPHIE RUDNICK, MARCUS RUDNICK and JOSEPH PHILLIPS
17 qualified, letters testamentary were issued to them on October 20,
18 1959, and at all times since they have been and now are the duly
19 appointed, qualified and acting executors of the will.

20 5. Notice to creditors has been published in the manner
21 and for the time prescribed by law; within thirty days after
22 completion of publication, an affidavit was filed herein showing
23 due publication of notice to creditors; more than four months have
24 elapsed since the first publication of notice to creditors, and
25 the time for filing claims has expired.

26 6. All claims filed or presented against the estate have
27 been allowed or compromised by petitioners and such claims, whether
28 allowed in full or compromised, have been approved by the Court and

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1 paid. The estate is but little indebted.

2 7. An inventory and appraisement of the estate was
3 returned and filed on December 2, 1963.

4 8. All personal property taxes due and payable by the
5 estate have been paid.

6 9. The inheritance taxes fixed by order of this Court
7 are \$27,532.38 and have been paid in full. A receipt for such
8 amount countersigned and sealed by the State Controller's Office
9 is on file in the proceeding.

10 10. A federal estate tax return has been filed for the
11 estate. The return has been audited. The petitioners have been
12 released from personal liability for federal estate taxes.

13 11. All California and federal income taxes due by the
14 estate have been paid.

15 12. The devisees and legatees under the decedent's will
16 admitted to probate by this Court are set forth on Schedule "A"
17 attached hereto and incorporated herein by reference.

18 13. The petitioners have performed all duties required of
19 them as executors of the will of the decedent with respect to the
20 administration of the estate, the estate is ready for final
21 distribution and is in a condition to be closed.

22 14. The property of the estate remaining in the hands of
23 the executors is described in Schedule "B" attached hereto and
24 incorporated herein by reference.

25 15. The estate should be distributed according to the
26 terms set forth in this Court's prior order of December 8, 1978,
27 recorded on January 12, 1979, in Book 5168, Page 797, of Official
28 Records in the office of the Kern County Recorder.

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1 16. The statutory compensation due the executors of the
2 will of the decedent is \$61,951.57, \$30,000.00 of which has been
3 paid in accordance with the order of this Court. The executors
4 are entitled to the balance of commissions in the sum of \$31,951.57.

5 17. The fee provided by law for the ordinary legal
6 services to the executors of BORTON, PETRINI & CONRON is \$61,951.57,
7 of which \$30,000.00 has been paid in accordance with the order
8 of this Court. The executors should be authorized to pay to
9 BORTON, PETRINI & CONRON the balance of statutory fees in the sum
10 of \$31,951.57.

11 18. BORTON, PETRINI & CONRON, during the period of the
12 second and final account have advanced costs on behalf of the
13 estate in the amount of \$373.67 and the executors should be
14 authorized to reimburse such sum to such attorneys.

15 19. The executors, and BORTON, PETRINI & CONRON, as
16 attorneys for the executors, are entitled to extraordinary com-
17 missions and fees for their extraordinary services rendered
18 herein; however, the executors waive their right to apply for
19 extraordinary commissions for themselves and extraordinary fees
20 for their attorneys.

21 20. JOSEPH PHILLIPS, certified public accountant, has
22 rendered services to the executors and their attorneys, in
23 addition to ordinary accounting services and, as determined as a
24 deduction for inheritance tax purposes, a reasonable sum for such
25 services is \$15,000.00, which sum the executors should be
26 authorized to pay to such accountant.

27 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND
28 DECREED as follows:

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1 1. The executors have in their possession belonging to
2 the estate, after deducting credits to which they are entitled,
3 a balance of \$583,675.01, consisting of cash in such sum and
4 a one-half interest in certain mineral rights of no appraised
5 value, and their second and final account is hereby approved,
6 allowed and settled accordingly as rendered.

7 2. IT IS FURTHER ORDERED that the executors are
8 authorized and directed to pay to themselves the sum of \$31,951.57,
9 being the balance of the statutory commissions due them for their
10 ordinary services, share and share alike.

11 3. IT IS FURTHER ORDERED that the executors are
12 authorized and directed to pay to BORTON, PETRINI & CONRON the
13 sum of \$31,951.57, being the balance of the statutory fees due
14 them for their ordinary legal services, plus the sum of \$373.67
15 for costs advanced by such attorneys.

16 4. IT IS FURTHER ORDERED that the executors are
17 authorized and directed to pay to JOSEPH PHILLIPS, certified public
18 accountant, the sum of \$15,000.00 for his extraordinary accounting
19 services to the executors and their attorneys.

20 5. IT IS FURTHER ORDERED that the executors are
21 authorized and directed to distribute the estate remaining in
22 their possession, after compliance with the orders contained in
23 paragraph 2, 3 and 4 above, together with any other property of
24 the estate not now known or discovered that may belong to the
25 estate or in which the decedent or the estate may have any
26 interest, as follows:

27 To: SOPHIE RUDNICK, MARCUS RUDNICK and FRANCIS A.
28 MOORE, Trustees of the testamentary trust created by decedent's

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1 will, in accordance with the terms of decedent's will, as follows:

2 "A. My said trustees are authorized to accept and retain
3 the trust estate in the form in which received, for
4 such time as they shall deem proper, without liability
5 for any depreciation or losses resulting therefrom or
6 to any of the trust estate, and said trustees shall
7 have full power to sell, exchange, transfer, rent, or
8 lease for terms within or extending beyond the duration
9 of the trust, including the power to lease for oil,
10 gas, or other mineral development, to partition, to
11 borrow money and, as security therefor, to hypothecate
12 by mortgage or deed of trust, or pledge, any of the
13 trust estates, and from time to time to invest, re-
14 invest, lend and relend the funds of the trust estate,
15 to demand, collect, and if necessary sue upon any
16 claim, or to compromise any such claim or cause of
17 action, and in all respects to deal with and manage
18 the trust estate with full power and authority,
19 without legal restrictions, as my trustees in their
20 sole discretion may deem best.

21 B. I hereby grant to my said trustees, and to the sur-
22 vivors or survivor of them, and their successors ap-
23 pointed as hereinafter provided, the rights and
24 powers hereinabove set forth. Any one of the original
25 trustees may substitute in his, her, or its place as
26 trustee, such person or corporation as such trustee
27 may at any time designate in writing. Should any
28 trustee die, become incompetent, or for other reasons

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be unable or unwilling to act as such, the surviving or continuing trustees shall have the power and authority to designate in writing the trustees to fill the vacancy or vacancies. A decision of the majority of the trustees shall be binding upon the trust in the event of disagreement among them. I hereby specifically authorize my trustees, or a majority of them, to designate an agent or agents to carry on any portion of the trust business, and to execute any and all agreements or other instruments on behalf of the trust that may be necessary or required, and I direct that none of my trustees shall be responsible in damages or otherwise for the negligent or wrongful act of any agent or agents they may select, provided they use good faith and reasonable care in the selection of such agent or agents.

C. My trustees shall have full power, and they shall be the sole judge of what constitutes principal or income of the trust properties, and there shall be no obligation upon the part of the trustees to amortize the premium on any securities purchased above par, nor to accumulate the discount on any securities purchased below par, and no duty shall devolve upon the trustees in the event of the subsequent sale of any real property, to apportion the proceeds thereof between principal and income of the trust estate.

D. This trust shall continue during the lifetime of my

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1 wife SOPHIE RUDNICK, or until such time as the trust
2 estate is exhausted, and upon the happening of any
3 such event first occurring, the trust shall terminate,
4 and any undistributed income and the corpus of the
5 said trust, shall go and be distributed.

- 6 (1) one-half to the issue of my marriage to
7 Sophie Rudnick, by right of representation; and
8 (2) one-half to my children by Libbie Rudnick, by
9 right of representation.

10 E. My trustees shall annually or oftener at convenient
11 times, compute the net income of the trust, and shall
12 distribute and pay or retain the net income as follows:

13 (1) All of the net income up to \$20,000.00 per year
14 shall go and be paid to my wife Sophie Rudnick
15 in monthly or other convenient installments as
16 she may elect. Should the net income be insuf-
17 ficient to make said payment, then my trustees
18 shall pay sufficient sums from the corpus of
19 the trust in addition to the income, to make up
20 the \$20,000.00 payment per year to my wife,
21 should she request the same.

22 (2) If at any time my wife, because of misfortune,
23 illness, accident, infirmity, or for other
24 reason, be in need of funds in excess of those
25 above provided for her proper support and
26 maintenance, then in that event my said
27 trustees, in their discretion, may further
28 encroach upon the corpus of the trust from

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1 time to time, as they deem necessary to
2 properly provide for my wife.

3 (3) The remainder of the net income, if any, after
4 making the payments to my wife as above
5 provided may, in the discretion of my said
6 trustees, be retained in the trust or distribu-
7 ted annually to the other beneficiaries of this
8 trust and in the same proportions they would
9 receive the same upon termination as provided
10 in Paragraph Fifth, Subdivision D.

11 F. Except as hereinabove otherwise provided in my last
12 will and testament, the share of any child of mine
13 who predeceases me or the distribution of the trusts
14 created herein, shall go to such child's issue, if any,
15 by right of representation, and if any such child
16 dies leaving no issue, his or her share of the trust
17 shall be divided into as many equal parts as there are
18 children of mine surviving, and predeceased children
19 leaving issue, and the same shall be added to their
20 shares and thereafter be held, administered and
21 distributed by my trustees in accordance with the
22 provisions of this trust. The term "issue" as used
23 in my last will and testament shall include adopted
24 children.

25 G. In any case in which the trustees are required to
26 divide the trust estate into parts or shares, or to
27 distribute the same, they are hereby authorized and
28 empowered, in their absolute discretion, to make such

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1 division or distribution in kind, or partly in kind or
2 partly in money, and for the purpose of such allotment
3 the judgment of the trustees concerning the propriety
4 thereof and the relative value for the purpose of
5 division or distribution of the property and securities
6 so allotted, shall be binding and conclusive upon all
7 persons and corporations interested therein.

8 H. The trustees are authorized and empowered to incur
9 any expense necessary to protect the trust estates,
10 and to carry out the terms of the trust, and such
11 expense, as well as all taxes of every kind and
12 description, shall be paid out of and charged to the
13 trust estate for which such payment has been made.

14 I. It is expressly understood that the net income arising
15 from these trust estates, and the principal thereof,
16 are intended for the sole and individual use and
17 enjoyment of said beneficiaries, subject to the terms
18 and conditions hereof, and none of said beneficiaries
19 shall in any event, either jointly or severally, sell,
20 assign, transfer, convey, pledge, hypothecate or
21 otherwise encumber his or her share or their interest
22 or interests under these trusts, nor shall the princi-
23 pal of the trust estates hereunder, nor any part
24 thereof, nor any portion or all of the income arising
25 therefrom, be liable for any debt of any one or more
26 or all of said beneficiaries, nor subject to any
27 judgment rendered against any one or more or all of
28 said beneficiaries, nor to the process of any court in

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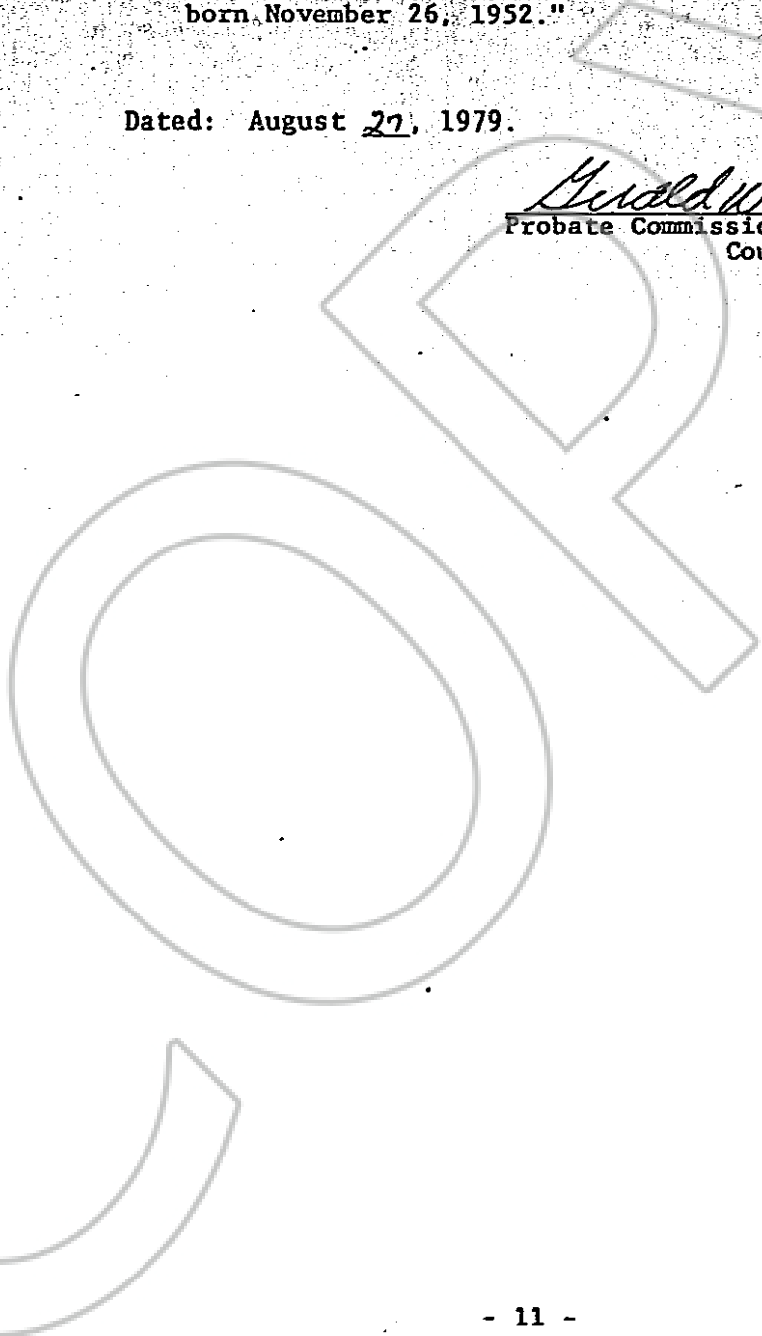
aid or execution of any judgment so rendered.

J. For the purposes of the trusts herein created, all of the beneficiaries shall be deemed to be over the age of 21 years, except REBECCA SOPHIE RUDNICK, who was born November 26, 1952."

Dated: August 27, 1979.

Burdell W. Goodsell
Probate Commissioner of the Superior Court

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DEVISEES AND LEGATEES UNDER DECEDENT'S WILL

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ELYNOR FALK (Daughter)
3901 Union Avenue, No. 3
Bakersfield, CA. 93301

* KAREN HARMAN BROOKS (Granddaughter)
2949 Dogwood Circle
Thousand Oaks, CA. 91360

* KENNETH HARMAN (Son)
8521 Beverly Drive
Los Angeles, CA. 90048

LORETTA HOWARD (Daughter)
422 South Bedford Drive
Beverly Hills, CA. 90210

MARCUS RUDNICK (Son)
1201 Castro Lane
Bakersfield, CA. 93304

MILTON RUDNICK (Son)
Box 68
Caliente, CA. 93518

PHILIP RUDNICK (Son)
6520 Mount Rainier Drive
Bakersfield, CA. 93309

REBECCA S. RUDNICK (Daughter)
2323 Pine Street
Bakersfield, CA. 93301

ROBERT D. RUDNICK (Son)
523 North Cahuilla
Palm Springs, CA. 92262

SAM RUDNICK (Son)
4488 Country Club Drive
Bakersfield, CA. 93306

SOPHIE RUDNICK (Wife)
2323 Pine Street
Bakersfield, CA. 93301

BERTHA SKLAR (Daughter)
3747 - 68 Vista Campana
Oceanside, CA. 92054

MIRIAM STULL (Daughter)
406 Vista Verde Way
Bakersfield, CA. 93309

FLORENCE STYRT (Daughter)
601 California Avenue
Santa Monica, CA. 90403

*Heirs of SYLVIA RUDNICK,
deceased (Daughter)

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EXHIBIT "A"

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PROPERTY ON HAND

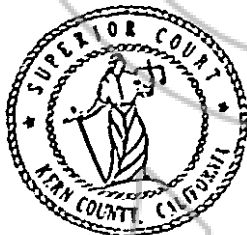
- 1. T.C.D. No. 415-8-00567 at Bank of America, Bakersfield Main Branch \$300,000.00
- 2. Estate's share of Savings Account No. 415-7-539 at Bank of America, Bakersfield Main Branch 283,218.81
- 3. Estate's share of Commercial Account No. 415-8-8038 at Bank of America, Bakersfield Main Branch 456.20
- 4. One-half interest in mineral rights in and under the Northwest Quarter of the Northeast Quarter (NW¼NE¼) of Section 33, Township 12 North Range 22 West San Bernardino Meridian, County of Kern, State of California, according to the plat of said land filed in the Bureau of Land Management. - 0 -

Total Property on Hand ... \$583,675.01

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.

ATTEST: JAN 21 1981
GAIL S. LUSTAD County Clerk and Clerk of the Superior Court of the State of California, in and for the County of Kern.

A. C. Moore DEPUTY



RECORDED AT REQUEST OF
Wilson, Wilson & Farrows, Ltd
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81 APR 24 AIO: 49

EXHIBIT "B"

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OFFICIAL RECORDS
EUREKA COUNTY REC-AGA
WILLIS A. DEFAUJ-RECORDER
FILE # 80239
FEE \$ 15.00