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THE RASMUSSEN TRUST

THIS DECLARATION OF TRUST is made this 25th day of August, 1989, in the State of Nevada, by EARL A. RASMUSSEN and LAVERNIA C. RASMUSSEN, who are hereinafter called the "Settlors".

W I T N E S S E T H :

The Settlors, desiring to create a Trust for the benefit of EARL A. RASMUSSEN, LAVERNIA C. RASMUSSEN, DAVID E. RASMUSSEN, BETTY ANN GRASSO, LYNDIA SALLES, GARY HALL and SANDRA GARRETT and the other beneficiaries hereinafter set forth, do hereby declare that they hold for this Trust the property set forth on the schedule annexed hereto, marked "Schedule No. 1", and that such property shall be transferred into the name of the Trustee hereunder and shall be held by the Trustees subject to the terms and conditions hereof.

Terms and conditions of this trust are as follows:

I

The Settlors have assigned themselves as Trustees of any Trust created hereunder.

II

During the lifetime of Settlors, EARL A. RASMUSSEN and LAVERNIA C. RASMUSSEN, the Trustees shall administer the trust so as to maximize the size of the trust estate and to provide for the support, maintenance and comfort of the beneficiaries, EARL A. RASMUSSEN and LAVERNIA C. RASMUSSEN, as the Trustees, in their sole discretion, deem appropriate.

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III

(A) Upon the death of the Settlers, EARL A. RASMUSSEN and LAVERNIA C. RASMUSSEN, this Trust shall terminate and principal of the trust, together with any accrued and undistributed income be divided into equal shares, one for each of the following: BETTY ANN GRASSO, DAVID E. RASMUSSEN, SANDRA GARRETT, LYNDIA SALLES and GARY HALL, (hereinafter referred to as the named beneficiaries), who shall then be living and one for the then living issue by right of representation of any of the named beneficiaries identified in this paragraph who may have predeceased the Settlers or either of them. The parts so set aside shall be held in separate trusts and administered for the benefit of such beneficiaries as follows:

(A) The net income from each trust shall be paid over to or used and expended for the benefit of the beneficiary of such trust at convenient intervals during the lifetime of the beneficiary; provided, however, that when the beneficiary attains the age of thirty (30) years, there shall be paid over and distributed to such beneficiary all of the then remaining principal of such trust, together with all accrued and undistributed income.

(B) If any named beneficiary shall die leaving issue surviving before such named beneficiary shall be entitled to receive the entire principal of the trust of which such named beneficiary is the income beneficiary, all of the then remaining principal and any accrued and undistributed income of such trust

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disbursements, expenses and liabilities in the administration of the trust.

(C) In allocating the assets between the beneficiaries, the Trustee may make division in cash or in kind. In any case where exact division of property or allocation of an undivided interest is not practical, expedient or prohibited, the Trustee may select assets to be appropriated in whole or in part.

VII

if the principal of any trust hereunder at its establishment in full is of a size, or is thereafter diminished to a size, which is, in the opinion of the Trustee, uneconomical to administer, then the Trustee may in its sole and uncontrolled discretion eliminate such trust and distribute the principal and accumulations, if any, to the income beneficiary or beneficiaries thereof. The Trustee shall not be accountable or responsible to any person interested in such trust for the manner in which it exercises its discretion to terminate such trust.

VIII

Anything to the contrary hereinbefore notwithstanding, any trust created hereunder, unless sooner terminated by its express provisions, shall terminate one (1) day prior to twenty-one (21) years after the date of death of the survivor of those following persons who may be living at Settlor's death: DAVID E. RASMUSSEN, BETTY ANN GRASSO, LYNDY SALLES, GARY HALL and

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shall forthwith be distributed in trust to such issue by right of representation. Said trusts shall be administered by the same persons, for the same reasons and in the same manner as set forth for any other trust established hereby.

(C) If any named beneficiary shall die leaving no issue surviving before such named beneficiary shall be entitled to receive the entire principal of the trust of which such named beneficiary is the income beneficiary, all of the then remaining principal and any accrued and undistributed income of such trust shall forthwith be equally divided among and distributed to the then surviving named beneficiaries, and the then surviving issue of any deceased named beneficiary (such issue taking by right of representation).

(D) Prior to distribution, there may be paid to or used and expended for the benefit of any beneficiary of any trust so much of the principal of said beneficiary's trust as may be deemed necessary to educate or train such child, establish such child in a business or profession, to encourage such child to remain in any business or profession in which such child may be engaged, to assist such child in the acquisition of a home and for other purpose that will further the best interest of such child.

IV

Neither the principal of any trust created hereby, nor the income resulting therefrom prior to its actual receipt by the beneficiary thereof, shall be subject to any conveyance,

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transfer or assignment, or be pledged security for any debt of any beneficiary thereof, and the same shall not be subject to any claim of any creditor of any such beneficiary, through legal process or otherwise. Any such attempted sale, anticipation, assignment or pledge of any of the funds or property held in any such trust, or the income therefrom, by such beneficiaries or any of them shall be null and void and shall not be recognized. It is the Settlor's intention that the property and the income therefrom held in trust be paid out only as authorized hereby.

V

The Trustee shall have the power and is authorized to enter upon and take possession of the trust estate, to collect the income and profits therefrom, and to invest and reinvest the same in real, personal or mixed assets, not being limited by any present or future investment law; to exercise any options to purchase the stock of any corporation, which options may at any time constitute a part of the trust estate; to purchase, sell and otherwise trade in securities, on margin or in any other manner; to engage in any business; to retain all real property in the form in which the same is received or acquired by it without liability for any loss that may be incurred thereby and without regard to the proportion that any one class of assets may bear to the whole; to option, convey, exchange, lease and re-lease for any length of time, mortgage, pledge, partition, plat, subdivide, improve, repair surrender, abandon or otherwise deal with or dispose of all of the trust estate, or any part thereof, at such time or times and in such manner, either public



or private, and upon such terms as may seem expedient and proper; to borrow money on the general credit of any trust or trusts, or by pledge or mortgage of any of the trust property as security for the repayment thereof; to make, execute and deliver any and all such instruments in writing as shall be necessary or proper to carry out any disposition whatever of any trust property; to compromise, settle or abandon claims in favor of or against any trust or trust property; to allocate different kinds of disproportionate shares of property or undivided interests in property among the beneficiaries hereof; to make payments of income or principal payable to any beneficiary hereunder either directly to such beneficiary or to the guardian of such beneficiary or by applying the same for the use and benefit of such beneficiary and, in general, to exercise all such control and power over the trust estate as the settlors might have exercised prior to their grant to this trust.

VI

(A) The Trustee shall have the entire care and custody of all of the assets comprising the trust estate, and shall keep the assets with the same care as given to other property held by it in a fiduciary capacity, and shall maintain full and accurate records of assets, receipts and disbursements and other financial transactions relative to the trust estate, all of which shall be available for inspection at any reasonable time by any and all beneficiaries.

(B) The Trustee may pay all necessary and proper



SANDRA GARRETT and the children of such persons.

Upon such date of termination, the principal of each trust shall vest by right of representation in the persons who are the then income beneficiaries of such trust, and such principal, together with all accumulations, shall forthwith be equally divided among and distributed to such income beneficiaries by right of representation, free and discharged from the trusts hereof.

IX

(A) The trust shall be administered and this agreement shall be construed in accordance with the laws of the State of Nevada.

(B) The Trustee may construe this instrument, and any action taken relying upon such construction shall fully protect the Trustee, even though it is subsequently determined that such construction is erroneous.

(C) As used in this instrument, the masculine, feminine or neuter gender and the singular or plural number shall each be allowed to include the others whenever the context so indicates.

X

(A) Upon the death, disability or resignation of EARL A. RASMUSSEN as Trustee, DAVID E. RASMUSSEN shall become successor Trustee to serve in his place and stand. Upon the death, disability or resignation of LAVERNIA C. RASMUSSEN as Trustee, BETTY ANN GRASSO shall become successor Trustee to serve in her place and stand.

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(B) Upon the death, disability, or resignation of any other Trustee identified herein, SANDRA GARRETT, shall become successor Trustee to serve in his/her place and stead. If SANDRA GARRETT is, or becomes, unwilling or unable to so serve, then LYNDIA SALLES shall become successor Trustee. If LYNDIA SALLES is, or becomes, unwilling or unable to so serve, then GARY HALL shall become successor Trustee.

(C) Any successor Trustee shall be required to account only for such assets as he/she may acquire from his/her predecessor Trustee, and shall not be required to account for the actions of the trust prior to his/her time of becoming a Trustee, and no successor Trustee shall be liable or responsible in any way for any act of the trust or any Trustee prior to his/her time of becoming a Trustee.

(D) Any Trustee may grant any Settlor a power of attorney to exercise the powers and duties of said Trustee.

IN WITNESS WHEREOF, The Settlers executed this Trust Agreement.

SETTLORS


EARL A. RASMUSSEN


LAVERNIA C. RASMUSSEN

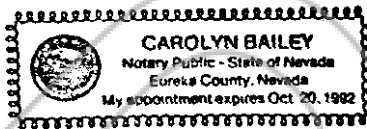
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STATE OF Nevada)
 : ss.
COUNTY OF Eureka)

On this 25th day of August, 1989, before me,
the undersigned Notary Public in and for said County and State,
personally appeared EARL A. RASMUSSEN known to me to be the
person described in and who executed the foregoing instrument,
and who acknowledged to me that he did so freely and voluntarily
and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Carolyn Bailey
NOTARY PUBLIC



STATE OF Nevada)
 : ss.
COUNTY OF Eureka)

On this 25th day of August, 1989, before me,
the undersigned Notary Public in and for said County and State,
personally appeared LAVERNIA C. RASMUSSEN known to me to be the
person described in and who executed the foregoing instrument,
and who acknowledged to me that she did so freely and
voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Carolyn Bailey
NOTARY PUBLIC



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RECORDED AT THE REQUEST OF
Larl Rasmussen

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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M. H. REBALEATI, RECORDER

FILE NO. 129150 FEE \$ 14.00

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