

AFFIDAVIT OF WAYNE W. COE

State of Oregon)
) ss
County of Multnomah)

I, Wayne W. Coe, being first duly sworn on oath depose and say: That I am over the age of 21 years and reside at No. 1997 S.W. Carter Lane, in Portland, Oregon. I am the son of Henry Waldo Coe and Viola M. Coe, his wife, both of whom are now deceased, who at one time owned some of the mineral properties and rights, hereinafter referred to, which said properties are particularly described in that certain deed, dated January 24, 1936 and recorded on August 30, 1936 in Book Y, page 465 of Deeds in the office of the auditor of Skamania County, Washington, in which deed Mt. St. Helens Consolidated Mining Co., an Oregon corporation, was the grantor, and Wayne W. Coe, R. M. Tuttle and Amedee M. Smith, Trustees, were the grantees, (I being the said Wayne W. Coe,) which said deed is hereby referred to and is, by this reference, made a part hereof at this point, for a particular description of said property and rights. This affidavit pertains to said properties and rights.

I now have possession of the minute book of said corporation as well as some other papers and documents of same, and I have had possession of said minute book, papers and documents ever since the death of my father.

For many years I have been familiar with the business and affairs of said corporation, and with the Board of Trustees, hereinafter mentioned.

That at a special meeting of the stockholders of said corporation which was held on April 29, 1935, a resolution was duly and regularly adopted which provided for the dissolution of said corporation, the settling of its business and the disposal of its property, by selling same. Said resolution further provided for the sale and delivery of said property to a self-perpetuating Board of Trustees to be appointed by the officers and directors of said corporation, in trust for the use and benefit of the stockholders of said corporation and their heirs, executors, administrators and assigns, with power and authority to manage, operate, control, sell, mortgage, lease and pledge same in every manner in their absolute, sole and uncontrolled discretion, and to distribute to such stockholders, their heirs, executors, administrators and assigns, the income from such property and the proceeds of the sale thereof. That there is hereto attached as Exhibit A a true and complete copy of the minutes of said stockholders' meeting and of said resolution, which said minutes appear on pages 5 and 6 of said minute book.

That after the adjournment of said stockholders' meeting, and to-wit: on said 29th day of April, 1935, a special meeting of the board of directors of said corporation was held, at which meeting a resolution was adopted providing that the officers and directors of said corporation forthwith do all acts and things necessary to carry out said resolution of said stockholders.

That there is hereto attached as Exhibit B a true and complete copy of the minutes of said directors' meeting and of said resolution, which said minutes appear on page 6 of said minute book.

That thereafter, and to-wit: on January 24, 1936 a special meeting of the board of directors of said corporation was held for the purpose of appointing a board of three trustees, as was directed by said resolution of said stockholders, adopted at said stockholders' said meeting, as aforesaid, and at said meeting of January 24, 1936 of said directors, the following trustees were appointed pursuant to said resolution of said stockholders:

Wayne W. Coe, this affiant, R. M. Tuttle and Amedee M. Smith, and the president and the secretary of said corporation were authorized and directed to sign an agreement of trust on behalf of said corporation, and to execute and deliver the necessary deed and assignments transferring all assets of the corporation to said trustees to be held in trust by them for the benefit of the stockholders and creditors of said corporation. A true and complete copy of said minutes of said directors' meeting are hereto attached as Exhibit C, and said minutes appear on page 6 of said minute book.

That thereafter, and to-wit: on January 24, 1936, a certain trust agreement, bearing the 24th day of January, 1936, was executed by said Mt. St. Helens Consolidated Mining Co., and by said Wayne W. Coe, R. M. Tuttle and Amedee M. Smith, which provided for the carrying out of the purpose and plan set out in said resolution adopted at said stockholders' meeting and in said resolution adopted at said meeting of said board of directors. Said trust agreement was duly and regularly signed and acknowledged by said trustees and was also duly and regularly signed, sealed and acknowledged by the officers of said corporation, and same appears on pages 7, 8 and 9 of said minute book, and thereafter said trust agreement was recorded in the office of the auditor of Skamania County, Washington on March 22, 1936 in Book 3 of Agreements and Leases at pages 359-361 thereof. A true and complete copy of said trustee agreement is hereto attached as Exhibit D.

That thereafter, and to-wit: on said 24th day of January, 1936, said corporation executed and delivered to said Wayne W. Coe, R. M. Tuttle and Amedee M. Smith, as such trustee, a certain deed of conveyance, dated January 24, 1936, conveying to them, as such trustees, the title to said properties and rights, which said deed was duly, regularly and legally executed and acknowledged by said corporation, through its duly authorized officers, and same was thereafter, and to-wit: on March 30, 1936, recorded in Book Y, page 465 of Deeds, in the office of the auditor of Skamania County, Washington.

That said document creating said board of trustees, provided, among other things, that in the event of the disability or resignation of one or two of such trustees the remaining trustee or trustees would be authorized and instructed to appoint another or others to complete said board of three trustees, which trustees so appointed would have all of the rights and authority of the original trustees.

That pursuant to said provisions, said trustee, Wayne W. Coe, by an instrument in writing, dated June 9, 1949, appointed Harriett C. Coe and Henry W. Coe trustees to fill the vacancies made in said board of trustees by the death of said former trustees, R. M. Tuttle and Amadee M. Smith, who had theretofore died, and that ever since said appointment on June 9, 1949, said Harriett C. Coe, Henry W. Coe and I have constituted, and do now constitute said Board of Trustees. That a true copy of said document appointing said successor trustees is hereto attached as Exhibit E, and that said document was thereafter recorded in the office of the auditor of Skamania County, Washington, in Book 4, page 72 of the AGREEMENTS & LEASES Records of said county.

That on April 27, 1946, said Board of Trustees granted to Charles A. Palmer, a lease and option to purchase said property by an agreement in writing dated April 27, 1946, and recorded in the office of said auditor on May 14, 1946 in Book G, page 627 of the Mining Records of said county, and thereafter, and to-wit: on June 21, 1946, said board of trustees executed a further agreement, dated June 21, 1946, and recorded in the office of said auditor on June 14, 1946, in Book G, page 629 of said Mining Records, same having been drawn to provide a description for the property so leased and optioned to said Charles A. Palmer, as aforesaid.

That under the provisions of said lease and option, said Charles A. Palmer was required to perform certain work on said property, and to do other things and acts thereunder. That said lease and option provided, among other things, that if said Charles A. Palmer failed or refused to comply with or perform any of the conditions or provisions of said lease and option, and if any such failure or refusal were not cured within 30 days after a written notice from said trustees, a forfeiture of said lease and option would be effected and said lease and option further provided that any notice which was required to be given to him thereunder was to be served by enclosing it in an envelope addressed to him at 1216½ South Mariposa, Los Angeles, California, postage prepaid and deposited in any mail box, Postoffice or mail chute designated as a receptical for outgoing mail, and that all notices should be served personally or by registered mail.

That said Charles A. Palmer paid only a nominal consideration of \$10.00 to obtain said lease and option and he did not pay anything thereafter to said trustees, and he did not at any time take possession of said property or any part thereof under said lease and option, or otherwise, and he did not at any time perform any of the work whatsoever which he was required to perform under said lease and option, and that because of his said default, said trustees, on May 10, 1949, through their attorneys, Sabin & Malarkey, of Portland, Oregon, mailed to said Charles A. Palmer a written notice, dated May 10, 1949, by registered mail, by depositing same in the postoffice in Portland, Oregon, notifying him that because of such default, said option and sale had automatically become null and void in accordance with the terms of said lease and option of April 27, 1946. Said notice was enclosed in a sealed envelope, postage was prepaid, and same was addressed to said Charles A. Palmer to said address specified in said lease and option, to-wit: 1216½ south Mariposa, Los Angeles 6, California. A true and complete copy of said notice

is hereto attached as Exhibit F, and same is made a part hereof.

That when said notice was mailed, as aforesaid, a "Return Receipt" was requested, and when the "Return card" was returned to said attorneys, it was signed by "Anabelle Engasser" as agent for said Charles A. Palmer at said address.

That said Charles A. Palmer did not cure any of said defaults within thirty days after the delivery of said notice, as aforesaid, or any any other time, and that no reply to said notice was every received from him or his agent, by said attorneys or by any of said trustees, and said Charles A. Palmer has never since that time claimed to have any rights under said lease and option, or in and to said property or any part thereof,, and that because of his said default, as aforesaid, said Board of Trustees have cancelled said lease and option and all rights which said Charles A. Palmer had thereunder, and said Board of Trustees are prepared to and will, defend their said actions against any and all claims which said Charles A. Palmer may make, in case it should become necessary for them to do so.

Wayne W. Coe
Wayne W. Coe

Subscribed and sworn to before me this 8 day of December, 1955.

Neil Malarkey
NOTARY PUBLIC FOR OREGON
residing at Portland, Oregon

My commission expires: Nov 14, 1959

State of Oregon)
County of Multnomah) ss

THIS CERTIFIES, that on this 8 day of December, 1955, before me, the undersigned, a notary public in and for said county and state, appeared the above named Wayne W. Coe, to me known to be the identical person described in and who executed the foregoing instrument and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, the day and year last above written.

Neil Malarkey
NOTARY PUBLIC FOR OREGON
residing at Portland, Oregon

MY COMMISSION EXPIRES: Nov 14, 1959



A special meeting of the stockholders of the Mt. St. Helens Consolidated Mining Company was called for April 29, 1935. The purpose of the meeting was to consider and act upon a proposal to dissolve the Corporation, settle its business and dispose of its property and divide its capital by conveying the same to trustees for liquidation or in any other manner it might see fit.

All proxies totaling 1,046,298 shares were approved as balloted. The following resolution was passed: RESOLVED: That the officers and Directors of the Mt. St. Helens Consolidated Mining Company, an Oregon Corporation be and hereby are authorized and directed to dissolve the said Corporation by settling its business and by disposing of its property by selling the following described property: (see page 191 of minute book) to the Y.M.C.A. of Portland, Ore in accordance with the terms of the option agreement dated Dec. 1st, 1933, between this Corporation and the said Y.M.C.A. of Portland or on such other terms as said officers and directors may consider proper, and by selling the balance of the Corporation's real estate to the United States of America for such price and on such terms as said officers and directors may consider fit and proper, reserving, however, to the Corporation the mineral rights in the real estate to be sold to the United States of America; and by transferring and conveying said mineral rights and any mortgage or other evidence of indebtedness given by the Y.M.C.A. of Portland, Oregon, as evidence of or to secure the payment of any portion of the purchase price to be paid by it, and all other property owned by the Corporation, including cash not heretofore distributed to the stockholders to a self-perpetuating Board of Trustees to be appointed by the officers and directors in trust for the use and benefit of the stockholders of the Corporation and their heirs, executors, administrators and assigns, with power and authority hereinafter described.

It was further RESOLVED: That in the event the officers and directors are unable for any reason or in their absolute discretion consider it inadvisable to carry out the foregoing plan of liquidation and dissolution then in that event said officers and Directors be and hereby are authorized and directed to dissolve the said Corporation by settling its business in any manner and at such prices and on such terms as they may consider fit and proper and by dividing its capital among the stockholders in proportion to the number of shares held by each.

And it was further RESOLVED: That the officers and directors of this Corporation be and hereby are authorized and directed, at any time in their absolute and uncontrolled discretion, to transfer all or any part of the property of the Corporation of every nature whatsoever to the said Board of Trustees in trust for the use and benefit of the stockholders of the Corporation, and their heirs, executors, administrators and assigns, granting to said trustees the right to manage, operate, control, sell, mortgage, lease and pledge in any and every manner in their absolute, sole and uncontrolled discretion all property so transferred to them, with all the powers and authority that they would have if their title thereto were absolute and for their own use and benefit, except that they shall exercise said power and authority in their absolute discretion

EXHIBIT A, continued

(Page 6 of minute book)

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stockholders and their heirs, executors, for the use and benefit of said Corporation administrators and assigns, and shall distribute the income from such property and the proceeds of the sale or other disposition thereof-- among such stockholders, their heirs, executors, administrators and assigns in accordance with their respective interests, and the President and Secretary of the Corporation be and hereby are authorized and directed to file a certificate of the passage of this resolution authorizing the dissolution of this Corporation and to affix the corporate seal hereto in the manner and form provided by law.

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EXHIBIT B

At a special meeting of the Board of Directors held April 29th 1935 the following resolution was passed: BE IT RESOLVED: That the officers and Directors of this Corporation shall forthwith do all acts and things necessary to carry out the resolution of the stockholders authorizing the dissolution of the Mt. St. Helens Consolidated Mining Company, an Oregon Corporation, and that the president and secretary are hereby authorized and directed to do all things necessary and proper in connection with settling the business of the Corporation and disposing of its property and dividing its capital among the stockholders in the manner provided for in said stockholders' resolution, including the transfer of any or all of the Corporation's property to a self perpetuating Board of Trustees, in trust for the use and benefit of the stockholders and their heirs, executors, administrators and assigns, and including the execution of a trust agreement setting forth the power and authority of said Trustees over the property so transferred to them in accordance with the terms of said stockholders' resolution, and the President and Secretary of the Corporation be and hereby are authorized and directed to file a certificate of the passage of this resolution authorizing and approving the dissolution of this Corporation and to affix the corporate seal thereto in the manner and form provided by law.

o o o o o o o o o o

EXHIBIT C

A special meeting of the Board of Directors of the Mt. St. Helens Consolidated Mining Company was held January 24, 1936 for the purpose of appointing a board of three trustees as directed by the stockholders at the special meeting held April 29, 1935. The following Trustees were appointed: Wayne W. Coe, R.M. Tuttle and Amedee M. Smith; and the President and Secretary were authorized and directed to sign an agreement of trust on behalf of the Corporation and execute the necessary deed and assignments transferring all the assets, property and rights of the Corporation to the said Trustees to be held by them in trust for the benefit of the stockholders and creditors of the Corporation.

THIS AGREEMENT, made this 24th day of January, 1936 between the Mt. St Helens Consolidated Mining Company, a corporation organized and recorded in the State of Oregon, November 1902, and Wayne W. Coe, R.M.Tuttle and Amedee M.Smith, parties of the second part,

WHEREAS, the express purpose of this document is to record the purpose and plan to be evidence of an agreement whereby the party of the first part, for good and sufficient reason, and legitimate objective, creates a trust for the purpose of the perpetual and absolute control of certain property rights, herein described, for the benefit of the stockholders of record and creditors of the said Mt. St. Helens Consolidated Mining Company, and their heirs and assigns.

WHEREAS, the duly elected officers of the Mt. St. Helens Consolidated Mining Company, having been regularly authorized by the stockholders at a special meeting regularly called and held April 29th 1935, do hereby nominate and appoint Wayne W. Coe, R.M.Tuttle and Amedee M. Smith, all of Portland, as a Board of Trustees, pursuant to a resolution passed at the said meeting.

NOW THEREFORE, it is agreed as follows: that the said parties of the second part are authorized and instructed to exercise complete control of the properties and assets, later to be described, of the party of the first part. They shall have the right to manage, operate, control, sell, mortgage, lease and pledge in any and every manner in their absolute, sole and uncontrolled discretion all property transferred to them, with all the powers and authority they would have if their title hereto were absolute and for their own use and benefit, except that they shall exercise said power and authority in their absolute discretion for the use and benefit of the said stockholders and their heirs, executors, administrators and assigns, and shall distribute the income from such property and the proceeds of the sale or other disposition thereof among such stockholders, their heirs, executors, administrators and assigns in accordance with their respective interests.

IT IS ALSO AGREED, that the decision and action of any two of the trustees shall be binding on the Board and on all other interested persons. The trustees are charged with the duty of faithfully executing this trust in accordance with their judgment and discretion and are to be a self perpetuating body. In the event of the disability or resignation of one or two of the trustees the remaining trustee or trustees is authorized and instructed to appoint another or others to complete a body of three trustees. Such appointee or appointees shall then have all the rights and authority of the original trustees. In the event of any contingency whereby all three of the said trustees are disabled, then the presiding judge of the Circuit Court of Multnomah County is authorized and instructed to appoint a new board of trustees.

The properties involved in this trust are a note and mortgage executed by the Portland, Oregon, Young Men's Christian Association under date of August 1st., 1935 and certain mineral rights as set forth in a deed to the United States ^{Government} ~~of America~~ recorded August 15th, 1935 in Skamania County, State of Washington and a claim against the United States Government in an amount of \$6,675.00.

The control of these properties and all rights appertinent thereto shall be as from this 24th day of January, 1936.

It shall also be agreed that the parties of the second part shall have a first lien on the property of the trust for any necessary expenses incurred, including all costs incurred as trustees or individually in the event of litigation or otherwise, when such costs are approved by any court of record.

IN WITNESS WHEREOF, the parties of the first part has caused this instrument to be executed by its proper officers and its corporate seal attached, and the parties of the second part have hereunto set their hand and seal this 24th day of January, 1936.

Mt. St. Helens Consolidated Mining Co.

(signed)
(Corporate Seal)

R.M. Tuttle
President

(signed)

J. Hamilton
Secretary

(signed)

Wayne W. Coe
Trustee

R.M. Tuttle
Trustee

Amedee M. Smith
Trustee

(On page 9 of minute book)

STATE OF OREGON)
)SS
COUNTY OF MULTNOMAH)

On this 24th day of January 1936 appeared before me R.M.Tuttle and J.C.Hamilton both to me personally known, and being duly sworn, did say that he, the said R.M.Tuttle is the President, and that he, J. C. Hamilton is the secretary of the Mt. St. Helens Consolidated Mining Company, the within named Corporation and that the seal affixed to said instrument is the corporate seal of the said corporation and that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors and the said R.M.Tuttle and J.C.Hamilton acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of January 1936.

Notarial seal

(signed) Elvina Hagna
Notary Public for State of Oregon
My Commission expires 5-14-37

STATE OF OREGON)
COUNTY OF MULTNOMAH

On this 24th day of January 1936 appeared before me Wayne W. Coe, R.M.Tuttle and Amedee M. Smith to me known and being duly sworn declared that they executed the within instrument and acknowledged that they freely, voluntarily executed the same for the purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of January 1936.

Notarial seal

(signed) Elvina Hagna

Notary Public-State of Oregon
My Com. expires 5-14-37

(in ink: Above recorded Skamania County
Mar. 16, 1938

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, by an agreement dated January 24, 1936, Mt. St. Helens Consolidated Mining Company, an Oregon corporation, then in the process of dissolution, did appoint Wayne W. Coe, R. M. Tuttle and Amedee M. Smith trustees, with power, among other things, to manage, operate, control, sell, mortgage, lease and pledge, in any and every manner, in their absolute, sole and uncontrolled discretion, all property transferred to them by said corporation, for the use and benefit of its stockholders and their heirs, executors, administrators and assigns, and

WHEREAS, said agreement further provided that "in the event of the disability or resignation of one or two of the trustees, the remaining trustee or trustees is authorized and instructed to appoint another or others to complete a body of three trustees," and that "such appointee or appointees shall then have all the rights and authority of the original trustees," and

WHEREAS, the said R. M. Tuttle and Amedee M. Smith are deceased and Wayne W. Coe is the sole surviving trustee, and

WHEREAS, the agreement of January 24, 1936, appointing said trustees was recorded on March 22, 1938, in Book 3 of Agreements and Leases, at pages 359 to 361, Records of Skamania County, Washington,

NOW THEREFORE, pursuant to the powers vested in him by said agreement of January 24, 1936, the said Wayne W. Coe does hereby appoint and constitute Henry W. Coe and Harriet C. Coe trustees to serve with him as a board of three trustees to manage, operate, control, sell, mortgage, lease and pledge, in any and every manner, in their absolute, sole and uncontrolled discretion, all of the property heretofore conveyed to Wayne W. Coe, R. M. Tuttle and Amedee M. Smith by the Mt. St. Helens Consolidated Mining Company,

and as such trustees Henry W. Coe and Harriet C. Coe shall have all the power originally vested in their predecessors in interest, R. M. Tuttle and Amedee M. Smith, and, together with Wayne W. Coe, shall have and exercise all the rights, powers and privileges vested in the board of trustees created by the above-described agreement dated January 24, 1936.

IN WITNESS WHEREOF, I, Wayne W. Coe, have hereunto set my hand and seal this 9th day of June, 1949.

/s/ Wayne W. Coe (SEAL)

STATE OF OREGON)
County of Multnomah) ss.

On this 9th day of June, 1949, appeared before me Wayne W. Coe, who is known to me to be the identical individual described in and who executed the within instrument and acknowledged to me that he executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the day and year last above written.

/s/ Robert L. Sabin
Notary Public for Oregon

My commission expires: Aug 28, 1951

I hereby accept the trust conferred upon me by the foregoing instrument.

Dated June 9th, 1949.

/s/ Harriet C. Coe

/s/ Henry W. Coe

(COPY)

EXHIBIT F

May 10, 1949

Mr. Charles A. Palmer
1216 1/2 So. Mariposa
Los Angeles 6, California.

Dear Mr. Palmer:

Mr. Wayne W. Coe, Trustee for the Mt. St. Helens Consolidated Mining Co., has left with us a copy of your option of April 27, 1946, covering:

MINERAL SURVEY Lot No. 620 (44.999 acres);
Mineral Survey Lot No. 621 (37.434 acres);
Mineral Survey Lot No. 774 (266.148 acres);
Mineral Survey Lot No. 779 (247.932 acres);
Mineral Survey Lot No. 780 (99.274 acres); and
Mineral Survey Lot No. 781-A (513.249 acres),

as patented by the United States, less four tracts described in the option

Mr. Coe informs us that you have not done any of the work required to keep said option in force and effect, and accordingly, that the option and sale has automatically become null and void in accordance with the terms of the agreement.

In accordance with Mr. Coe's instructions and as his agents, we are writing to inform you that the option and sale has become null and void. Mr. Coe assumes that you have lost interest in the transaction, and accordingly we will be greatly obliged if you will acknowledge receipt of this letter and if in your reply you will acknowledge that you have no further interest in the property.

Very truly yours,

SABIN AND MALARKEY

By Robert L. Sabin

RLS:fs

Note: Attached to the above copy of letter is the "Return Receipt" of the Postoffice showing that the letter was registered as No. 173631, and on said return receipt was the following:

1. (((("Charles A. Palmer" is written in pencil
(Signature of name of addressee)
2. "Anabelle Engasser" (in pencil)
(signature of addressee's agent--Agent should
enter addressee's name on line ONE above)

Date of delivery 5-12-49