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DEC 21 11 28 AM '93

U. Bartels
AUDITOR
GARY H. OLSON

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REGISTERED CLERK
CLERK OF SUPERIOR COURT

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016306

REAL ESTATE EXCISE TAX

118294

BOOK 140 PAGE 410

DEC 24 1993

IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON

END *Exempt*

FOR THE COUNTY OF KLICKITAT

Registered *p*
Indexed, Dir *p*
Indirect *p*
Filed *p*
Mailed

7 IN THE MATTER OF THE ESTATE)

IN PROBATE
NO. P-4108

8 OF)

9 WILLIAM FRANK DAUBENSPECK, Deceased,)
Also known as Frank Daubenspeck.)

ORDER APPROVING FINAL ACCO
AND DECREE OF DISTRIBUTION

10

11

12

Bank of California, N.A., Executor of this estate, having

13 on December 8, 1970, filed in this Court a Final Report and Petition

14 for Distribution, said matter coming on regularly to be heard this

15 day, the Executor appearing personally through Charles K. McColloch,

16 Trust Officer, and by attorney Dale W. Read of Read and Church, and

17 Susan Gayle Daubenspeck, a minor heir of the decedent, appearing by

18 her Guardian ad Litem and mother, Lena Ellen Daubenspeck, and it

19 appearing to the Court that the estate is in a condition to be

20 closed and notice of this hearing has been duly given by publication

21 and mailing as required by law, and that no objections to said re-

22 port have been filed, the Court finds:

23 1. JURISDICTION: Decedent died on September 26, 1968, a

24 resident of White Salmon, Klickitat County, Washington, leaving

25 property in this state subject to probate.

26 2. WILL: The decedent left a will dated January 19, 1965

27 which has been admitted to probate and which names The Bank of

28 California, N.A., as Executor, to serve without bond. The will pro-

29 vides that the estate be administered without the intervention of

30 Court, and an Order of Solvency was entered on January 16, 1969.

31 3. NOTICES: Notice of appointment of the personal repre-

32 sentative and of the pendency of probate proceedings was mailed

ORDER APPROVING FINAL ACCOUNT
& DECREE OF DISTRIBUTION

PROBATE JOURNAL

READ AND CHURCH
ATTORNEYS AT LAW
405 WEST 18TH STREET
SEACOUVE, WASHINGTON 98660
TELEPHONE 695-1291

Vol. 37

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Glenda J. Kimmel, Skamania County Assessor
Dr. 110 Parcel 9 03-08-1730 0400 00
12-21-93

RECORDER'S NOTE:
NOT AN ORIGINAL DOCUMENT

1 to the heirs, distributees and persons named in the will within
 2 20 days of the date of appointment. Notice to creditors has been
 3 published; the time for filing claims has expired, and all claims
 4 presented and filed have been approved, allowed and paid.

5 4. INVENTORY AND APPRAISAL: The estate was inventoried
 6 and appraised by an appraiser appointed by this Court. The
 7 appraised value was \$1,243,054.23, gross community estate.

8 5. TAXES: Based upon an inheritance tax report filed
 9 with the Inheritance Tax Division, there was inheritance tax paid
 10 in the total sum of \$65,374.16 and consent to distribution has been
 11 entered, satisfactory provisions having been made for any addition-
 12 al tax determined upon audit. A Federal Estate Tax return has been
 13 regularly filed with the District Director of Internal Revenue and
 14 tax paid in the amount of \$199,087.54; that final audit and clear-
 15 ance has not been issued and the Trustee stands ready to settle and
 16 clear the ultimate tax liability as may be determined from assets
 17 received in the estate.

18 6. ACCOUNT: Attached to the personal representative's
 19 Final Report and Petition for Distribution were schedules showing
 20 the details of the personal representative's account showing
 21 receipts and disbursements and assets on hand. No objections hav-
 22 ing been raised and the Court having considered the presentations,
 23 finds the accounts and transactions to be proper.

24 7. HEIRSHIP AND DISTRIBUTION: That the following are the
 25 only heirs of the decedent: Lena Ellen Daubenspeck, his widow, of
 26 legal age, and Susan Gayle Daubenspeck, his daughter, eighteen years
 27 of age. That by the terms of Paragraphs IV and V of the Will,
 28 the family home and all tangible personal property were to pass to
 29 the widow, these being items 15, and 21 through 26 of Schedule B
 30 of the Final Account, and having a valuation of \$39,890.00. In
 31 addition, the Will recognized that the estate consisted of community
 32 property as to which one-half of the balance belongs to the surviving

1 widow and the other half of the balance was devised to The Bank
 2 of California, N.A., in Trust (Paragraph VI of the Will), with
 3 up to \$375,000.00 to be established as "Trust A" under terms and
 4 provisions specified in the Will; that after the payment of taxes,
 5 claims, expenses of administering property and administering the
 6 estate and the making of distributions as required by Paragraphs IV
 7 and V of the Will, the remaining balance for Trust A is less than
 8 \$375,000.00.

9 The Will made further provision for the establishment of
 10 Trusts B and C, for the benefit of other contingent trustee
 11 beneficiaries including the following:

12 Mrs. Diane White Baker, 10014 N. E. Mason Street, Portland, Oregon;
 13 Mr. Eldon J. White, Route 1, Box 203, Bend, Oregon;
 14 Mr. Peter White, c/o Mr. Eldon J. White, Rte 1, Box 203, Bend OR;
 15 Miss Mary Ellen Powers, Sunnyside, Washington;
 16 Mrs. Roberta Powers Pope, Sunnyside, Washington;
 17 Mr. Albert Clare Powers, 2226 Harris Street, Eureka, California;
 18 Mr. Cecil Dean Powers, Box 3512, Arlington, Texas 76010;
 19 Mr. Clarence Hooker, 10050 N. Willamette Blvd., Portland, Oregon;
 20 Mrs. Leola Hooker Christ (formerly Leola Hooker Stevens), 9112
 21 N. Kimble Street, Portland, Oregon 97205;
 22 Mrs. Betty Jane McKee, Stevenson, Washington;
 23 American Heart Association, Portland, Oregon;
 24 American Cancer Society, 729 S. W. Alder, Portland, Oregon;
 25 Skyline Hospital, White Salmon, Washington;

26 but because there are not sufficient funds to fund Trust B and C,
 27 there is no estate subject to distribution to such persons except
 28 as provided under the terms of the Trust upon the contingency of the
 29 death of both the widow and daughter.

30 8. ALLOWANCE OF FEES: A reasonable allowance for the
 31 attorneys Duffy, Stout, Georgeson & Dahl of Portland, Oregon and
 32 Read and Church of Vancouver, Washington for their services herein
 is \$25,000.00, and a reasonable allowance for the personal represen-
 tative, The Bank of California, N.A. for services is \$25,000.00;
 that the guardian ad litem waives her allowance of fee, Now, There-
 for, it is hereby

31 ORDERED that the Final Account and Petition for Distribution
 32 of the personal representative is hereby approved and confirmed and

1 after payment of the balance of out of pocket costs and attorney
2 fees and personal representative's fees as specified, the balance
3 of the estate shall be distributed as follows:

4 A. There is hereby awarded to Lena Ellen Daubenspeck,
5 as surviving spouse, all tangible personal property consisting of
6 household furniture, furnishings and personal effects and motor
7 vehicles identified as:

8 1964 Buick Special, Washington License #ZAG364,
9 Title No. 641701651;
10 1955 Willys Jeep, Washington License #EBT120,
11 Title No. 611982414;
12 1920 Studebaker Touring Car, Washington License
13 #178HC; Title No. 560880118;
14 1916 Ford Touring Car, Washington License #HC0821,
15 Title No. 622630059;
16 1916 Ford Model T Touring Car;
17 1929 Ford Model A Coupe;

18 and the following real property situated in Klickitat County, State
19 of Washington described as:

20 That portion of land lying over the edge of the Bluff
21 and lying south of Lots 3 & 4 in Block 4, Bluff Addition
22 to Town of White Salmon, being a portion of Tax Lot 16B
23 in Section 30, Township 3 North, Range 11 East, W.M.;
24 but more fully described as follows:
25 BEGINNING at a point which is the S. E. Corner of Lot
26 4, Block 3, Bluff Addition to White Salmon, thence in a
27 southeasterly direction to the extreme edge of the bluff,
28 thence southeasterly 200 feet more or less to a fixed
29 stone 9 by 5 by 7 (as described in the deed to Mrs. Lillie
30 B. McClure as found of record in Volume Q of deeds, pp.
31 433, Deed Records of Klickitat County, State of Washington.
32 From this fixed stone go North 76°3' West 325 feet more or
less to a point on the north line of said Lillie B. McClure
lot as already described above, to a point which is
approximately 150 feet South 28°55' west from the S.W.
corner of Lot 3, Block 3, Bluff Addition to White Salmon;
thence go north 28°55' East 150 feet more or less to the
S. W. corner of said Lot 3, Block 3, thence go South
54°30' East 93 feet to S.E. corner of said Lot 3, Block 3;
thence southeasterly along the southeasterly line of Lot 4,
Block 3, Bluff Addition to the S.E. corner of said Lot 4,
Block 3, or the point of beginning.

33 B. That all of the balance of the property as identi-
34 fied in the Final Report and including real property hereinafter
35 described is awarded and distributed one-half to Lena Ellen
36 Daubenspeck, as surviving widow, being her community one-half of
37 said property, and one-half to the Bank of California, N.A., in

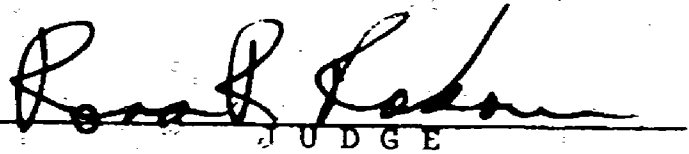
1 Trust, under the terms, provisions and limitations of Paragraph
2 VI of the Will of said decedent, said property including real
3 property situated in Skamania County, Washington and described as:

4 BEGINNING at a point 460 feet west of the northeast
5 corner of Government Lot 9 of Section 1, Township 2
6 North, Range 7, E.W.M; thence south 236 feet; thence
7 west 160 feet; thence north 126 feet; thence east 100
8 feet; thence north 110 feet; thence east 60 feet to
9 the point of beginning; EXCEPT right of way for Fort
10 Vancouver Avenue.

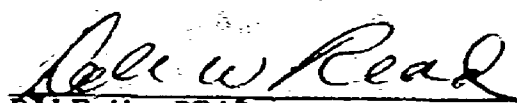
11 BEGINNING at the northeast corner of the southwest
12 quarter of Section 3, Township 3 North, Range 10 East
13 W.M.; thence South 300 feet; thence west 430 feet;
14 thence north 300 feet; thence east 430 feet to the point
15 of beginning and including and intending to convey all
16 of that portion of the shorelands of Northwestern Lake
17 bordering on said described real property, together with
18 all water and water rights in and to the spring now used
19 for the benefit of said premises and appurtenant to the
20 herein described property.

21 IT IS FINALLY ORDERED that upon the filing of receipts
22 showing all payments and distribution to have been made in accor-
23 dance with this Decree, that the personal representative be dis-
24 charged and the estate closed.

25 DONE IN OPEN COURT this 30th day of December, 1970.

26 
27 JUDGE

28 Presented by:

29 
30 DALE W. READ
31 Of Attorneys for Personal
32 Representative

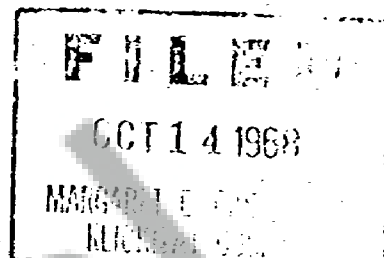
APPROVED:


Guardian ad Litem

16
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P-4108

LAST WILL AND TESTAMENT
OF
WILLIAM FRANK DAUBENSPECK



I, WILLIAM FRANK DAUBENSPECK, of White Salmon, Klickitat County, Washington, hereby make, publish and declare this to be my Last Will and Testament and hereby revoke all wills and codicils heretofore made by me.

I.

I nominate and appoint THE BANK OF CALIFORNIA, N. A., as executor of this, my Last Will and Testament. It is my desire that the office of said bank located at Portland, Oregon, perform the duties of said bank as executor, unless said bank shall determine that the interests of the estate would be best served if an office of said bank located in the state of Washington should perform such duties. I hereby vest in my executor the powers granted by law, as well as those granted to the executor by this instrument and all powers exercisable by my trustee.

I direct that no bond or other undertaking shall be required of said bank as executor hereunder. I further direct that my estate shall be administered, managed and settled insofar as possible under applicable laws without the intervention or supervision of any court whatsoever.

II.

I direct my executor to pay from my estate all inheritance or estate taxes which become payable by reason of my death without apportionment thereof and without withholding or collecting any part thereof from any beneficiary under my will or under any life insurance of mine which may be subject to such tax, it being my intention that all such taxes shall be paid from the residue of

LAW OFFICE OF
DAVIDSON, DUFFY & STOUT
1404 STANDARD PLAZA
PORTLAND, OREGON 97204

1 - Will of William Frank Daubenspeck

Record of Wills
7 - 199-214

2-10-193

my estate as an expense of administration.

III.

I declare that I am the husband of LENA ELLEN DAUBENSPECK and that I have only one child now living; namely, SUSAN GAYLE DAUBENSPECK, who was born December 29, 1952, and no deceased children with lineal descendants now living. I declare that all persons related to me by a chain of relationship, any step or steps of which are created by legal adoption, shall be considered as related to me in the same degree as though all steps in the chain of relationship were by natural blood.

IV.

I give, devise and bequeath to my wife, LENA ELLEN DAUBENSPECK, all of my right, title and interest in the land, dwelling and appurtenances constituting our family home at the time of my death and all of my right, title and interest in personal automobiles, household furniture and furnishings, my wearing apparel, jewelry and articles for personal use, recreation and enjoyment, together with all unexpired insurance on all such property, provided my wife survives me and does not die within six months of my death. Should my wife predecease me or survive me but die within six months of my death, the foregoing devise and bequest to her shall lapse and in lieu thereof I give, devise and bequeath all of the aforesaid real and personal property to my trustee, hereinafter named, to be held by it for the use and benefit of my daughter, SUSAN GAYLE DAUBENSPECK, until she attains the age of majority; provided, however, the trustee shall have authority in its discretion to sell and convert into cash any part of such property which it may consider to be of no particular interest, use or value to my daughter for sentimental or other reasons. When my said daughter attains the age of majority, the trustee shall distribute to her

the assets, and the proceeds from the sale of assets, then remaining.

V.

It is my understanding that all of the property of my wife, LENA ELLEN DAUBENSPECK, and myself is community property and that my said wife will be entitled to receive one-half of the said total of our property upon my death if she survives me. Upon that understanding, I make no further provision for any outright bequest to my said wife in this will. However, if it shall be determined that the said total property of myself and my wife is not community property, then and in that event I give, devise and bequeath unto my said wife such portion of my estate and property as shall, with the community share of my wife, equal one-half of the total property of my wife and myself.

VI.

I give, devise and bequeath all of the rest, residue and remainder of my estate and property to THE BANK OF CALIFORNIA, N. A., in trust, to hold, administer and distribute as follows:

A. If my wife, LENA ELLEN DAUBENSPECK, survives me, my trustee shall first allocate and set aside assets of a value equal to \$375,000, or all of the trust estate, whichever is the lesser. The assets so allocated shall be held as a separate trust hereinafter referred to as "Trust A". The assets remaining, if any, after Trust A has been established shall be divided into two equal shares to be held as separate trusts, hereinafter designated as "Trust B" and "Trust C", respectively. In making the division and allocation as hereinabove provided, my trustee, to the extent practical, shall allocate to Trust A my interests in personally or closely owned businesses which have not been sold during the course of administration.

1. Trust A shall be held, administered and distributed on the terms and conditions hereinafter provided.

a. During the lifetime of my wife, Lena Ellen Daubenspeck, the trustee shall pay to or apply for her benefit so much of the income of Trust A as the trustee shall determine to be necessary or appropriate for the care, support, comfort, maintenance and general welfare of my said wife in order that she may maintain the standard of living to which she was accustomed during my lifetime.

b. In addition, if the income of Trust A, together with the income and principal of Trust B and the income of Trust C, is insufficient to enable my wife to maintain the standard of living to which she was accustomed during my lifetime, the trustee shall pay to or apply for the benefit of my said wife, so much of the principal of Trust A as the trustee, in its sole discretion, shall determine to be necessary or appropriate for the care, support, comfort, maintenance and general welfare of my said wife to enable her to maintain the standard of living to which she was accustomed at the time of my death.

c. Upon the death of my wife, the trustee shall continue to hold the trust estate for the benefit of my daughter, Susan Gayle Daubenspeck, on the terms and conditions following:

(1) If said daughter has not attained the age of twenty-one years, the trustee shall pay to or apply for the benefit of said daughter, until she attains the age of twenty-one years, so much of the income, and principal if necessary, as the trustee, in its sole discretion, shall determine to be necessary or appropriate for the care, support, maintenance, comfort, education and general welfare

of said daughter.

(2) After said daughter has attained the age of twenty-one years, the trustee shall pay to or apply for the benefit of said daughter, in quarterly or other convenient installments, all of the trust income thereafter accruing and available for distribution. In addition, the trustee shall pay to or apply for her benefit so much of the principal of the trust estate as the trustee shall determine to be necessary or appropriate for the care, support, maintenance, comfort, education and general welfare of said daughter.

(3) After said daughter has attained the age of thirty-five years, she shall have the right to withdraw from the trust estate such portion or portions thereof as she may request in writing, provided that the total of all such withdrawals shall not exceed, in the aggregate, one-fourth of the value of the trust estate as ascertained by the trustee at the time of the first withdrawal. Any such withdrawals can be made in cash or in kind; provided, however, that if such withdrawal is requested in cash, the trustee, after the receipt of any such request, shall be allowed a reasonable time to convert assets into cash.

(4) If, at any time after my daughter has attained the age of twenty-five years, the assets of Trust A are found by the trustee to have a value of less than \$10,000, the trustee, in its sole discretion, may distribute such assets to said daughter.

d. Upon the death of the survivor of my wife and my said daughter, the assets then remaining in Trust A, including accrued and undistributed income, if any, shall be held and administered in such manner and be distributed at such time or times to any one or more of the lineal descendants of my daughter, on such terms and in such shares as my daughter shall appoint in her Last Will and Testament. In default of such appointment or subject to any partial appointment by my daughter, said assets then remaining in Trust A shall be distributed to the then surviving lineal descendants of my daughter, in equal shares, by right of representation.

If, upon the death of the survivor of my wife and daughter no lineal descendants of my daughter are then surviving, the assets then remaining in Trust A, including accrued and undistributed income, if any, shall be added to, and held, administered and distributed as a part of, the assets of Trust B, as hereinafter provided.

2. Trust B shall be held, administered and distributed on the terms and conditions hereinafter provided.

a. During the lifetime of my wife, Lena Ellen Daubenspeck, the trustee shall pay to or apply for her benefit so much of the income and principal of the trust estate as the trustee shall determine to be necessary or appropriate for the care, support, comfort, maintenance and general welfare of my said wife in order that she may maintain the standard of living to which she was accustomed during my lifetime. If the trustee, in the exercise of its discretion, determines that it is necessary or desirable to distribute principal for the benefit of my wife, it is

my preference that the principal of Trust B be first consumed before distribution of principal is made from Trust A. However, since the assets of the two trusts will be effected by changing conditions, the decisions as to the source of any such payments shall rest in the sole discretion of my trustee.

b. Upon the death of my wife, the assets then remaining in Trust B, including accrued and undistributed income, if any, shall be distributed as follows:

(1) One-fourth thereof to the then living lineal descendants of my deceased sister, Thelma White, by right of representation.

(2) One-fourth thereof, in equal shares, to such of my following-named nieces and nephews who are then surviving: Mary Ellen Powers, Roberta Powers Pope, Albert Clare Powers and Cecil Dean Powers.

(3) One-eighth thereof to my wife's brother, Clarence Hooker, if he is then surviving; otherwise, in equal shares, to his son, Everett Hooker, and his daughter, Leola Hooker Stevens, or their surviving lineal descendants by right of representation.

(4) One-eighth thereof to my wife's nephew, Everett Hooker, and my wife's niece, Leola Hooker Stevens, in equal shares, or to the survivor thereof. If both said nephew and niece are not then surviving, said one-eighth interest shall be distributed to my wife's brother, Clarence Hooker, if he is then surviving or otherwise to the lineal descendants of Everett Hooker and Leola Hooker Stevens by right of representation.

(5) One-fourth thereof shall be retained in trust for the benefit of my sister, Betty Jane McKee. The trustee shall pay to or apply for the benefit of said sister the sum of \$500 per month until such trust is depleted or until the prior death of said sister. At the death of said sister, the assets then remaining in the trust held for her benefit, if any, shall be distributed by right of representation to her then living lineal descendants (excluding Susan Gayle Daubenspeck), or if none, said assets shall be added to, held and administered as a part of Trust A, as hereinabove provided.

(6) If any or all of the beneficiaries named or provided for in the preceding subparagraphs (1) to and including (4) are deceased and if no other provision is made therein for the distribution of the share of said deceased beneficiaries, then said share shall be added to, held and administered as a part of Trust A on the terms hereinabove provided.

3. Trust C shall be held, administered and distributed on the terms hereinafter provided.

a. During the lifetime of my wife, Lena Ellen Daubenspeck, the trustee shall pay to or apply for her benefit all of the net income of Trust C, in quarterly or more frequent installments.

b. Upon the death of my wife, all of the assets then held in Trust C, including any accrued and undistributed income, shall be paid and distributed as follows:

(1) Forty per cent (40%) thereof to the American Cancer Society.

(2) Forty per cent (40%) thereof to the American Heart Association.

(3) Twenty per cent (20%) thereof to the Skyline Hospital, White Salmon, Washington.

B. If my wife, Lena Ellen Daubenspeck, predeceases me and leaves a last will and testament providing for the establishment of Trusts A, B and C with substantially the same distributive provisions relating to the period subsequent to my death as are hereinabove provided for Trusts A, B and C, with respect to the period subsequent to my wife's death, I direct my trustee to allocate the assets received in trust as follows:

1. The trustee shall distribute to the Trust A, established pursuant to my said wife's Last Will and Testament, assets of a value which, when added to the value of the assets then held in said Trust A, or to be distributed thereto from my wife's estate, shall equal \$750,000 (to the extent of completely exhausting the residue of my estate, if so required). The valuation of said assets, pursuant to the preceding sentence, shall be made by the trustee and shall be final and binding on all parties concerned. In making such allocation, preference shall be given to my interests in personally or closely owned businesses which have not been sold during the course of administration.

2. The trustee shall distribute to the Trust B, established pursuant to my said wife's Last Will and Testament, one-half of any remaining assets of my residuary estate or such lesser portion of said assets which, when added to the value of the assets then held in said Trust B or to be distributed thereto from my wife's estate, shall equal \$250,000, whichever is the lesser. The valuation of said assets, pursuant to the preceding sentence, shall be made

by the trustee and shall be final and binding on all parties concerned.

3. The trustee shall distribute to the Trust C established pursuant to my wife's Last Will and Testament all of the assets of my residuary estate remaining unallocated.

C. If my wife predeceases me but does not leave a Last Will and Testament providing for the establishment of Trusts A, B and C, with substantially the same distributive provisions relating to the period subsequent to my death as are hereinabove provided for Trusts A, B and C, with respect to the period subsequent to her death, my trust estate shall be divided into the three separate trusts as is provided in paragraph A of this article as if my wife had survived me, to be held, administered and distributed as provided in said paragraph A.

D. If, under any contingency not herein provided for, there shall remain in the hands of my trustee any part of the trust estate for which there is no named or described beneficiary, such part shall be distributed forthwith as follows:

1. Forty per cent (40%) thereof to the American Cancer Society.

2. Forty per cent (40%) thereof to the American Heart Association.

3. Twenty per cent (20%) thereof to the Skyline Hospital at White Salmon, Washington.

E. Notwithstanding anything herein to the contrary, no trust created hereby shall continue for a period longer than twenty-one years after the death of the last survivor of the group consisting of my wife, Lena Ellen Daubenspeck, my daughter, Susan Gayle Daubenspeck, and Betty Jane McKee, Mary Ellen Powers, Roberta Powers Pope, Albert Clare Powers, Cecil Dean Powers, Clarence Hooker, Everett Hooker and Leola Hooker Stevens. At the expiration of

such period, any undistributed assets of any fund or trust created hereby, together with all accrued and undistributed income, shall be paid and distributed to the persons then entitled to distributions of income, in the manner and in proportions herein stated, irrespective of their then attained ages.

VII.

The following provisions shall apply to the trusts herein established, to the trust estate hereunder, and to the shares or portions thereof:

A. Protection for minor beneficiaries:

If the trust estate or any shares or portions thereof become distributable to any beneficiary under twenty-one years of age, the trustee, in its discretion, but within the limits of the rule against perpetuities, may hold the respective beneficiary's distributive share or portion in trust hereunder. If so held, the trustee shall add the net income from such distributive share or portion to the principal thereof and may pay to, or use for the benefit of such beneficiary so much thereof of the principal of said share as the trustee deems advisable for such beneficiary's maintenance, support and education. The trustee shall distribute such beneficiary's distributive share or portion to such beneficiary when he or she attains twenty-one years of age, or to such beneficiary's estate upon his or her earlier death.

B. Accounting:

The trustee shall render annual statements of account to each adult beneficiary of each trust (or to the legal guardian of the estate of any beneficiary) then currently receiving payments hereunder.

C. Alienation:

The beneficial interests (in principal or income

hereunder) of any beneficiary hereof shall not be subject to claims of the respective beneficiary's creditors or others, nor to legal process, and shall not be voluntarily or involuntarily assigned, alienated or encumbered.

D. Accrued income:

Income accrued and/or undistributed at the termination of any interest or estate hereunder shall be held and/or distributed as part of the next eventual interest or estate, in accordance with the provisions hereof relating to such interest or estate.

E. Consideration of other resources:

The trustee, in exercising the discretion granted to it in making payments hereunder, may take into consideration the reasonable use of all resources, if any, which may then be known to the trustee to be available to or for the use of the respective beneficiary. The trustee, in its discretion, may request and rely upon a signed statement, from such beneficiary or his or her parent or guardian, satisfactory to the trustee as to such resources, and may, in its discretion, suspend benefits hereunder for such beneficiary during any period in which such a statement is not furnished after the trustee's request therefor.

F. Trustee's powers:

In addition to and not in limitation of the powers elsewhere set forth in this instrument, the trustee shall have full power:

To retain securities issued by the trustee corporation or any subsidiary or related corporation; to hold trust assets in the name of its nominee; to retain without liability for loss or depreciation resulting from such retention, original property, real or personal, at any time received by it for

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such time as it shall deem best although such property may not be of the character provided by law for the investment of trust funds and to hold and operate such property or business solely at the risk of the trust estate; to determine what is income and principal; to pay such expenses, costs and taxes, if any, deemed by it to be lawfully chargeable to the trust estate as well as reasonable compensation to itself as trustee in accordance with its regular schedule of charges then in force; to apportion all such charges between income and principal as it deems appropriate; to act without bond and without posting security of any kind; to exercise all powers granted by law; and, without limiting the generality of the foregoing, to invest and reinvest in accordance with the Prudent Man Rule as set forth at this date in the laws of Washington, and to have all of the powers and rights established by the Washington Trust Act and all future amendments to such Act and notwithstanding any subsequent repeal of said Act.

G. Trustee's discretion:

Unless specifically limited, all judgments, decisions, actions and discretions conferred hereunder upon the trustee shall be absolute and conclusive on all persons.

VIII.

If a court of competent jurisdiction rules invalid or unenforceable any of the provisions hereof, each such provision shall be disregarded, but the remainder of this instrument shall be given full force and effect. All questions pertaining to the validity, interpretation, construction and administration of this instrument shall be determined in accordance with the laws of the State of Washington.

IX.

It is the preference that the testamentary trusts that may be established hereunder be administered by the office of said trustee located at Portland, Oregon. However, if at any time the trustee, in its discretion, determines that the interests of the trust beneficiaries would be best served by transferring the administration of one or more of such trusts to one of its offices located in the State of Washington, the trustee is authorized to effect such transfer.

Any successor of The Bank of California, N. A., whether by consolidation, merger, transfer of trust business, or otherwise, shall succeed as trustee with all of the rights, powers and discretions conferred upon The Bank of California, N. A., as trustee.

The trustee, or any successor trustee, may at any time be removed from its office as trustee of one or more of the trusts created hereunder by the delivery to it and to the designated successor trustee of a written instrument signed and acknowledged by my wife, Lena Ellen Daubenspeck, during such period as she is living and not under a legal disability to exercise such right of removal or, thereafter, by my daughter, Susan Gayle Daubenspeck, or her legally appointed guardian, during her lifetime, or thereafter by my eldest living descendant, acting individually or through his or her legally appointed guardian, advising said trustee of such removal and designating a successor trustee, as hereinafter provided.

If a trustee shall be removed, as provided above, the person having at the time the power to remove the trustee shall appoint, as successor trustee hereunder, any other corporation organized under the laws of the United States or any state thereof having corporate power and authority to administer the trusts

hereunder. Any successor trustee shall have, from and after its appointment or succession to office hereunder and without the necessity of any assignment or other action by any person, all of the title, interests, rights, powers and discretions which are hereunto conferred to and vested in The Bank of California, N. A., as trustee.

X.

In the event my wife shall predecease me, or should we die in a common disaster, I hereby nominate and appoint my wife's mother, MYRTLE HOOKER, to be the guardian of the person of our daughter, SUSAN GAYLE DAUBENSPECK, until said daughter shall have attained the age of majority. In the event my wife's mother shall not then be living, or should she be unable to care for our said daughter, for any reason whatsoever, then and in such events I nominate and appoint GEORGIA LEE and THEODORE LEE, of North Bonneville, Washington, to be the guardians of the person of such daughter during minority. As I have made adequate provision in this Will, and otherwise, for the care, support, maintenance and education of our said daughter, I desire that the guardian or guardians hereinabove appointed shall incur no financial sacrifice or detriment on account of the duties so imposed upon them.

XI.

If my wife and I should be deceased and if at any time a guardianship for the estate of my said daughter should be instituted, I respectfully petition the court having jurisdiction of the matter for the appointment of THE BANK OF CALIFORNIA, N. A., at Portland, Oregon, as guardian for the estate of my said daughter.

IN WITNESS WHEREOF, I have hereunto set my hand this

9th day of June, 1945.

William Frank Daubenspeck

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The foregoing instrument, consisting of sixteen type-written pages including this page, was, on the date therein mentioned, signed, published and declared by the said WILLIAM FRANK DAUBENSPECK as and for his Last Will and Testament in the presence of us, who, at his request and in his presence and in the presence of each other, do hereunto subscribe our names as witnesses thereto.

Ronald J. Georgan, Residing at Portland, Oregon

Jan A. Hickey, Residing at Portland, Oregon