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TRUST AGREEMENT

GARY H. OLSON BOOK 143 PAGE 60

THIS TRUST AGREEMENT, made this 10th day of July, 1972, by and between RUTH PEARL BIRKENFELD, as TRUSTOR, and FRANK W.
BIRKENFELD and MARIAN L. FREDERICKSON, hereinafter called, when referred to separately, the INDIVIDUAL TRUSTCES, and FIRST NATIONAL BANK OF OREGON, a national banking association, hereinafter called, when referred to separately, the CORPORATE TRUSTEE, as TRUSTEES:

FOR THE PURPOSE OF CREATING A TRUST REVOCABLE BY TRUSTOR DURING HER LIFETIME BUT TO CONTINUE AFTER HER DEATH (if not previously revoked), IT IS HEREBY AGREED AS FOLLOWS:

#### ARTICLE I

The Trustor has conveyed and transferred to the Trustees certain property under an instrument of transfer hereto attached. The Trustor, and any other person, may give, devise, or bequeath to the Trustees additional property, real or personal, and may name the Trustees as beneficiary for insurance policies, and such additional property and policies, together with the before mentioned property, shall be part of the trust estate subject to all the terms of this agreement.

# ARTICLE II

The trustor may establish a joint banking account or accounts with the Trustees and such establishment shall constitute a transfer and conveyance to the trust. Where the Trustor has established a joint banking account or accounts, the Trustor may write checks thereon without the co-signature of the Trustees, and the writing of a check thereon by the Trustor shall constitute a withdrawal from the trust for which the Trustees shall have no further interest therein or any duty of accounting therefor. The Trustees may write checks on said account or accounts; any checks so written shall, in the case of the individual trustees, be signed by both trustees, and in the case of the corporate trustee, by REAL ESTATE EXCISE TAX

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Page 1 - TRUST AGREEMENT

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#### ARTICLE III

may be amended or revoked by an instrument in writing delivered to any one of the Trustees. The power of revocation and amendment must be personally exercised by the Trustor and may not be exercised by an agent, guardian or personal representative of the Trustor. The right of revocation hereunder includes the right to withdraw any or all the property; provided, however, if in the determination of all of the Trustees and the Trustor's physician, the Trustor is incapacitated through illness, or other cause to the extent that she is unable to manage her business affairs, said power of revocation and amendment shall be ineffective and may be disregarded by the Trustees.

#### ARTICLE IV

During the lifetime of the Trustor:

- (a) The Trustees shall not be required to exercise any management responsibilities with respect to the property transferred to the trust and shall hold any instrument applicable to such property subject to order of the Trustor without obligation during her life other than the safekeeping of such instruments, except as provided hereafter.
- of managing the property transferred to the trust; provided, however, that if the Trustor becomes unwilling to continue to perform management responsibilities with respect to said property, upon written notice thereof, Trustees shall perform such duties of management with respect to such property as Trustor directs, and provided further, that if in the determination of all the Trustees and the Trustor's physician, the Trustor is incapacitated through illness, age or other cause (including disappearance) to the extent that she is unable to manage her business affairs, the Trustees shall perform all duties of management with respect to such property, Page 2 TRUST AGREEMENT

including the sale or other disposition of such property.

of income and principal as the Trustor shall direct and if for any reason the Trustor is unable to give such directions, the Trustees shall pay to or apply for her benefit such amounts from income and principal (including the amount in any joint banking account) which the Trustees, in the exercise of their discretion, determine to be necessary or advisable for the health, care, support, maintenance and reasonable comfort of the Trustor.

## ARTÍCLE V

Upon the death of the Trustor, the Trustees shall pay from the trust income and principal the following expenses and liabilities of Trustor to the extent the Trustees have determined that it is preferable to pay the same from the trust rather than have the payment made by the Trustor's personal representative from the probate estate, if there is a probate estate:

- (1) Funeral expenses of the Trustor,
- (2) Expenses of the Trustor's last illness,
- (3) Administration expenses,
- (4) Claims against and debts of the Trustor, and
- (5) Federal and state income, estate, inheritance, succession, transfer, gift or like taxes arising or owing on or as a result of the Trustor's death.

The Trustees shall have full and complete discretion and authority in determining the expenses, claims, debts and taxes payable in accordance with the foregoing, including determination of the procedures to be followed by claimants in presenting and perfecting claims. The Trustees at their election may require that claims be perfected in the probate proceedings and the Trustees may restrict payment of the beforementioned expenses, claims, debts and taxes to only those which are certified by the Trustor's personal representative or other legal representative as due and owing. If probate of the Trustor's last will and testament would not otherwise be required, the Trustees may nevertheless determine

that probate would be helpful for purposes of:

- (1) Barring claims if not asserted within a specified time after the death of the Trustor,
- (2) Making and carrying out tax or other elections.
- (3) Having the personal representative execute instruments of transfer, or
- (4) Accomplishment of any other objective deemed advisable by the Trustees.

In such event, the Trustees shall endeavor to have appropriate probate proceedings conducted by the Trustor's personal representative and to facilitate such proceedings the Trustees may make available to the probate proceedings from the trust such money or property as the Trustees deem appropriate. Such decision shall be in the sole discretion of the Trustees and shall not be subject to question by any claimants, beneficiaries or other persons.

### ARTICLE VI

After the death of the Trustor, the trust shall remain in existence until the estate of the Trustor is probated, or in the event there is no estate to be probated, until six months after the Trustor's death, and all of the payments which the trustees deem advisable have been made in accordance with ARTICLE V; and thereafter the trust shall terminate and the remaining assets in the trust, including principal and all accrued and undistributed income, shall be distributed by the Trustees in the following manner:

- (a) To Trustor's daughter, MARIAN L. FREDERICKSON, if she survives Trustor, all Trustor's personal effects and jewelry;
- (b) All rest, residue and remainder of trust assets, including household furnishings. to Trustor's then living children in equal shares, with the children of any deceased child taking by right of representation.
- (c) In the event that none of the named or described distributees in subparagraphs (a) and (b) of this Article are living at the death of the Trustor, then the remaining assets shall be distributed to those persons who would be entitled to inherit the Trustor's

property under the Oregon Laws of intestate succession in force at the death of the Trustor.

#### ARTICLE VII.

Neither the principal nor the income of the trust estate shall be subject to the claim or control of the spouse of a married beneficiary or shall be liable for the debts of any beneficiary, nor shall the same be subject to seizure by any creditor of any beneficiary under any lien or proceeding at law or in equity, and no beneficiary shall have the power to sell, assign, transfer, encumber or in any other manner to anticipate or dispose of his or her interest in the trust or in the income produced thereby.

#### ARTICLE VIII

The Trustees shall, except as provided in ARTICLE IV, have the following powers, duties and discretions in connection with the trust estate created hereunder:

- (a) To retain as part of the trust estate any and all property, real, personal or mixed, transferred, devised, or bequeathed to the Trustees, including stock in any national banking association whether or not such property is a legal investment for Trustees:
- (b) To sell and convey or exchange in whole or in part, in such manner and upon such terms as to them may seem advisable, any or all property, real, personal or mixed, constituting a part of the trust estate, and to mortgage the same without approval of any court and without liability upon any person dealing with them to see to the application of any money or property delivered to them;
- (c) To join in or to make leases, with or without option to purchase, on any real estate forming a part of the trust estate for any term, even though they may extend beyond the termination of the trust, and such leases shall be binding upon all beneficiaries hereunder;

Page 5 - TRUST AGREEMENT

- (d) To pay all taxes and to maintain insurance, make repairs and improvements to property, and otherwise protect and preserve the property constituting a part of the trust estate or the ownership thereof;
- (e) To borrow money upon the security of the trust estate and to mortgage or encumber or pledge such part or all of the trust estate as to them may seem advisable;
- (f) To invest and reinvest any funds coming into their hands as Trustees in all kinds of property, real, personal or mixed, wheresoever located and to change the form of any investment when and as often as they deem advisable for the best interest of the trust, to invest and reinvest funds in partnerships as general or limited partner, in stocks, bonds and other securities including any pooled investment fund, common trust fund or funds of any national banking association, or other property, real or personal, secured or unsecured, whether or not the obligations of individuals, corporations, trusts, associations, governments or otherwise as they deem advisable for the best interest of the trust without limitation as to the character of the investment under any statute or rule of law regarding investments of fiduciaries;
- (g) To give proxies, to deposit securities with and transfer title to committees representing security holders and to participate in voting trusts, reorganizations, and other transactions involving the common interest of security holders;
- (h) To determine the manner of ascertainment of income and principal, and the apportionment between income and principal of all receipts and disbursements, and to select an annual accounting period;
- (i) To compromise, contest, submit to arbitration or otherwise settle any and all claims in favor of or against the Trustees or the trust estate;

- (j) To employ such agents or attorneys as are reasonably necessary in managing and protecting the trust estate;
- (k) To make any distribution or division of the trust property in cash or in kind or both;
- (1) To cause any securities or other property comprising a part of the trust estate to be issued, held or registered in the name of the Trustees without disclosing a fiduciary relationship, or in the name of a nominee or in such other form that title will pass by delivery;
- (m) All of the rights, powers, duties and discretions of the Trustees, together with all other provisions hereof with respect to the corpus of the trust estate, shall be equally applicable to all accumulated income;
- (n) To do all other acts in their judgment necessary or desirable for the proper and advantageous management, investment and distribution of the trust estate.

### ARTICLE IX

Except as provided in Article IV, decisions in the administration and management of the trust estate including, but not exclusively, the sale or other disposition of any of the trust property and the acquisition and disposition of investments, shall be upon the concurrence of all of the Trustees; provided, however, that the Individual Trustees may delegate to the Corporate Trustee the right to make decisions of a ministerial nature without the concurrence of the Individual Trustees.

The Corporate Trustees shall be the custodian of the securities, funds, and records of the trust and, except as provided in Article IV, shall have authority to collect and receive in its sole name as such Trustee all monies payable to the trust and to give receipts and other proper acquittances therefor and to make by its check or draft as such Trustee all payments to be made from the trust.

Page 7 - TRUST AGREEMENT

The Trustees may cause any registered securities which may be a part of the trust estate to be registered in the name of the Corporate Trustee or its nominee, and no person dealing with the Corporate Trustee with respect to any such security shall be required to determine whether or not the Individual Trustees shall have concurred in the acquisition or disposition thereof.

#### ARTICLE X

Any Trustee may resign at any time. In the event of resignation by any of the Individual Trustees, and upon their death or disability, the office of said Individual Trustee(s) shall thereupon, without further action or proceeding, be permanently vacated, and any remaining Individual Trustee and the Corporate Trustee shall thereafter be sole Trustees hereunder, with all the rights, titles, powers, privileges and immunities conferred upon the Trustees hereunder.

In the event of resignation by the Corporate Trustee, the Trustor shall revoke this trust or shall appoint a new corporate trustee, and the sole duty of the retiring Corporate Trustee thereafter shall be to retain any property, which may then be in or may thereafter come into its hands hereunder, and deliver all such property to the Trustor or to the successor Corporate Trustee, as the case may be. In the event of such resignation after the death of the Trustor, the Individual Trustees, the Corporate Trustee or any person interested in the trust may take proper steps to have a new Corporate Trustee appointed by a court of competent jurisdiction. The trustee so appointed shall be a corporation and shall succeed to all the rights, titles, powers, privileges, immunities and duties of the Corporate Trustee hereunder.

### ARTICLE XI

The Corporate Trustee shall be entitled to compensation for its services hereunder in accordance with its schedule for

Page 8 - TRUST AGREEMENT

like services in effect and applicable at the time such compensation shall become payable.

## ARTICLE XII

Any successor corporate trustee appointed as herein and above provided, or any successor of the corporate trustee name herein, whether by consolidation, merger, transfer of trust business, or otherwise shall succeed as trustee, with all of the powers and discretions conferred upon and privileges granted to the Trustees hereunder.

IN WITNESS WHEREOF, the parties hereto have executed this Trust Agreement as of the date first hereinabove written.

TRUSTOR:

Ruth Pearl Birkenfeld

TRUSTEES:

FIRST NATIONAL BANK OF OREGON

Test Officer

Frank W. Birkenfeld

Marian L. Frederickson

# TRANSFER TO TRUST

The undersigned Trustor, RUTH PEARL BIRKENFELD, hereby transfers to the Trustees under the Trust Agreement dated July 10, 1972, by and between RUTH PEARL BIRKENFELD as Trustor and FRANK W. BIRKENFELD and MARIAN L. FREDERICKSON and FIRST NATIONAL BANK OF OREGON as Trustees, all right, title and interest of the undersigned in and to the following:

- 1. Any and all property or interest therein owned by the undersigned, tangible or intangible, including household furniture, furnishings and appliances, personal effects and jewelry.
- 2. One hundred thirty-five shares Castle & Cook common stock.
- Two hundred four shares U. S. Truck Lines of Delaware common stock.
- 4. Sixty-two shares Weyerhaeuser common stock.
- 5. Two thousand shares Investors Fund.
- 6. Mobile home, Ser. No. 10565293.
- 7. The balance in the following bank and Savings and Loan Association accounts:

Institution Account No. United States National Bank 402815-5 Portland Federal Savings & Loan 286-955 Benjamin Franklin Federal Savings & Loan 05-033210-1 First National Bank of Oregon 2060846 The Oregon Bank 00-07047-4 The Bank of California 0364611-4 Security Bank of Oregon 1-02244-1 Pacific First Federal Savings & Loan 195471-1

8. Mineral rights located in Skamania County, Washington:
1/2 of the mineral rights on the S1/2 of the NE1/4 of the SW 1/4 and the NW 1/4 of the SE 1/4 of Sec. 15 Twp. 3 N, R 8 E, Willamette Meridian;

1/4 of the mineral rights on the S 1/2 of the NW 1/4 of the W 1/2 of the SW 1/4 of Sec. 15 Twp 3 N, R 8 E, Willamette Meridian;

1/2 of the mineral rights on the N 1/2 of the NE 1/4 of Sec. 21, Twp 3 N, R 8 E, Willamette Meridian;

1/2 of the mineral rights on the NW 1/4 of the NW 1/4 of Sec. 22, Twp 3 N, R 8 E, Willamette Meridian.

IN WITNESS WHEREOF, the undersigned has executed this instrument for the purpose of identifying initial property transferred to the Trustee and for the purpose of accomplishing and consummating the transfer of such property to the extent such transfer is not accomplished by other instruments executed by the undersigned simultaneously herewith or subsequent hereto.

Ruth Pearl Birkenfeld Re. geld

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COUNTY REGISTRAR
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STATE OF OREGON SCHUNTY OF MULTHOHAH) SE

I HEREBY CERTIFY THAT THE FOREGOING COPY HAS BEEN COMPARED BY ME WITH THE ORIGINAL DOCUMENT AN IS A TRUE. FULL AND CORRECT COPY OF THE ORIGINAL CERTIFICATE AS THE SAME APPEARS ON FILE IN THE VITAL STATISTICS SECTION OF THE OREGON STATE HEALTH DIVISION AND IN MY OFFICIAL CARE AND CUSTOD

STATE REGISTRAR