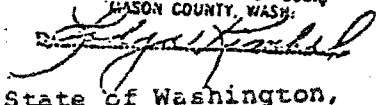


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AUG 29 1968

LODGA KIMBEL
CLERK OF THE SUPERIOR COURT
MASON COUNTY, WASH.



LAST WILL AND TESTAMENT

OF

SAMUEL B. THELER

I, Samuel B. Theler, of Mason County, State of Washington, declare this to be my Last Will and Testament and revoke all former Wills and Codicils.

ARTICLE I

I declare that I am a widower and have no children or deceased children.

ARTICLE II

I give, devise and bequeath to Edward Norman Anderson of 459 Lynn Street, Seattle, Washington, and to Judith Anderson, of 459 Lynn Street, Seattle, Washington, the sum of Ten Thousand Dollars each.

ARTICLE III

I give, devise and bequeath to North Mason County School District, a political sub-division, or its successor in interest, all of that real property abutting and adjoining the present "Sam Theler" playground in Belfair, Washington, to be used for athletic and recreational purposes forever and a portion of which real estate shall be used for a gymnasium or recreation center as hereinafter specified.

ARTICLE IV

All of the rest, residue and remainder of my estate, wheresoever situated, I give, devise and bequeath to the Peoples National Bank of Washington, as Trustee, in trust, as follows:

- (a) The trustee shall hold the trust as a single trust and from the income thereof trustee shall make monthly distribution of Three Hundred Dollars to my sister, Clara M. Fisher, of Santa Rosa, California, to be used by my sister as she deems fit and necessary. I further direct that my trustee shall have the right in its sole discretion to pay any necessary medical or hospital expenses incurred for or on behalf of my sister. Trustee shall make said monthly payments

hereunder effective as of the date of my death if my executor has not done so prior to the distribution of my trust estate to trustee. In making distribution hereunder the trustee shall not be required to take into consideration her age, health, needs, earning capacity or other circumstances affecting her. Also, trustee may deposit in a separate bank account or set aside in a separate fund, cash and/or securities to be selected by it from the trust estate to adequately provide for the monthly payments to my said sister as herein provided.

(b) I direct that my trustee shall pay ten percent of the net income from my estate to the Boy Scouts of America and ten percent of the net income of my estate to the Girl Scouts of America, both to be used exclusively in the Belfair area. My trustee shall have the sole discretion to make distribution of such funds and shall have the sole discretion to elect the beneficiary who qualifies hereunder and shall have the right to make disbursements of such funds directly to any such scout troop or group in the Belfair area.

(c) Upon the death of my sister, Clara M. Fisher, my trustee shall continue to administer the entire trust estate and after payment of the portion of the net income of the estate to the boy scouts and girl scouts, as above set forth, shall accumulate funds for a gymnasium and recreation center as hereinafter provided and shall in its discretion pay over and distribute any and all accrued or accumulated income thereof at such times as it deems advisable to the North Mason County School District, a political sub-division of the State of Washington, for playfield and athletic purposes only. It is my desire and wish that when said trustee has accumulated sufficient funds from the income of my trust estate that my trustee, in its discretion either turn over sufficient funds to said School District for, or cause to be constructed a gymnasium or center to be known as the "Mary E. Theler" gymnasium or recreation center. It is my further desire and wish that said School District own and operate said gymnasium and/or center and to

have full control of the same but that the building be used as much as feasible for public gatherings and meetings. The trustee in its discretion may expend such sums from the income of said trust estate as it deems necessary and proper for the maintenance, improvements and additions to said gymnasium or center, and if circumstances appear to trustee and said School District to warrant, and if funds from income and capital growth purposes are available, trustee may use or apply such funds for the demolition of the original structure and construction of a newer one more adapted to the needs of the community for any time being.

(d) It is my intention that this trust be perpetual in nature and that the trustee manage all trust properties other than the gymnasium and recreation center and the land upon which same are located, for purposes herein declared; that after the construction of said gymnasium or recreation center and the vesting of title of same in the North Mason County School District, trustee shall make periodic distribution of income of this trust estate for maintenance and additions thereto as trustee shall deem reasonable and necessary.

(e) Neither income nor the principal of the trust created by this Will shall be alienable by any beneficiary, either by assignment or by any other method, and the same shall not be subject to be taken by his or her creditors, by any process whatever.

ARTICLE VI

The trustee shall, in addition to the authority otherwise given by law, have the power and the exercise of discretion in the application thereof to:

1. Determine what is principal or income, which authority shall specifically include the right to make any adjustments between principal and income for premiums, discounts, depreciation or depletion;

2. Rely with acquittance on advise of counsel on questions of law;

3. Retain during the life of the trust any stock of the trustee corporation received other than by purchase, and such retention shall not be deemed a violation of trustee's duty of undivided loyalty. To sell such land as trustee deems proper and expedient excepting that property lying adjacent to the Sam Theler playfield in Belfair, Washington, which property should be retained for future playfield and school district athletic purposes.

4. Subject to provisions regarding "Mary E. Theler" gymnasium or recreation center as above mentioned, to sub-divide or otherwise develop at any time any real property comprising a part of the trust estate.

5. Trustee is relieved from the duty to inquire into the accuracy of the executor's accounts, and therefore is authorized to accept as the full amount of assets of the trust those items that are shown in the Court's Order of Distribution entered in my estate as the property intended to constitute the trust estate.

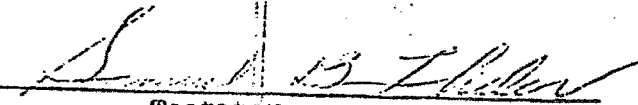
ARTICLE VII

I nominate and appoint the Peoples National Bank of Washington as executor of my estate to act as such without bond and without intervention of any court except as may be required under the laws of the State of Washington in the case of a non-intervention will, giving unto my said executor full power to sell, alienate or encumber any of the assets of my estate with the sole exception of the existing Sam Theler playfield and the real property lying adjacent thereto in Belfair, Washington, which shall not be sold or transferred by my said executor but which shall be subject to the terms of the trust above set forth.

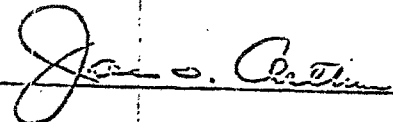
ARTICLE VIII

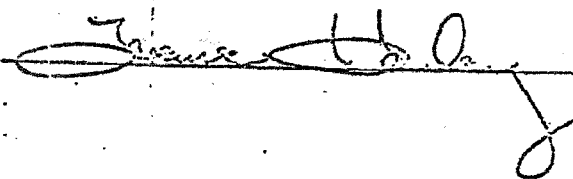
All estate, inheritance and succession taxes imposed by the federal government, or by any state, district, territory or foreign country, and occasioned or payable by reason of my death, whether attributable to properties subject to probate administration or to outside transfers, shall be paid out of the residue of my estate disposed of by this Will without apportionment, deduction or reimbursement therefor, and without adjustment thereof among the residuary beneficiary.

DATED this 10th day of January, 1964.


Testator

The foregoing instrument, consisting of four pages besides this was at the date hereof by the said Samuel B. Theler, signed, sealed and published as and declared to be his Last Will and Testament, in the presence of us, who, at his request, in his presence and in the presence of each other, have hereunto subscribed our names as witnesses thereto.


residing at Bremerton, Washington


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