

DECLARATION OF TRUST

1. WHEREAS, I, Orena L. Gottfredson,
of the City of Caliente, County of Lincoln
and State of Nevada, am the sole and undisputed owner of
40 units of Limited Partnership interest in the Oilxco Nevada Part-
ners, II LTD.

2. NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that I do
hereby acknowledge and declare that I hold and will hold said partner-
ship interests, and all right, title and interest in and to said units
IN TRUST for the use and benefit of:

(Name) James H. Gottfredson, Jr. of
(Address) 636 Arroyo Drive, Boulder City, NV 89005

or, if such person does not survive me, for the use and benefit of:

(Name) Wesley A. Holt of
(Address) Caliente, NV 89008

3. I reserve the right to deliver the trust property to the
beneficiary during my lifetime or, in my discretion, to defer such
delivery until my death.

4. Upon my death, if the above-described trust property has not
theretofore been delivered to the beneficiary, my Successor Trustee is
hereby directed forthwith to transfer such property and all right, title
and interest in and to such property, unto the beneficiary, to be his
(or hers) absolutely and forever.

5. I reserve unto myself the power and right at any time during
my lifetime to amend or revoke in whole or in part the trust hereby
created without the necessity of obtaining the consent of the bene-
ficiaries and without giving notice to the beneficiaries. The sale or
other disposition by me of the whole or any part of the trust property
shall constitute as to such whole or part a revocation of this trust.

6. The death during my lifetime of both the primary and the
contingent beneficiaries designated hereunder shall revoke such
designation, and in such event, I reserve the right to designate
new beneficiaries. Should I for any reason fail to designate such
new beneficiaries, this trust shall terminate upon my death and the
trust property shall revert to my estate.

7. In the event of my death or legal incapacity, I hereby nominate and appoint as Successor Trustee hereunder whomever shall then be beneficiary hereunder, unless such beneficiary be a minor or legally incompetent, in which event I hereby nominate and appoint as Successor Trustee hereunder:

(Name) James H. Gottfredson, III of
(Address) 1401 San Felipe Ct, Boulder City, NV 89005

8. This Declaration of Trust shall extend to and be binding upon the heirs, executors, administrators and assigns of the undersigned and upon the Successors to the Trustee.

9. The Trustee and his successors shall serve without bond.

10. This Declaration of Trust shall be construed and enforced in accordance with the laws of the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

27th day of September, 1982.

(sign here) Orena L. Gottfredson


Witness: (1) Sallyanne Rubic

Witness: (2) Jace Baker

STATE OF NEVADA
COUNTY OF CLARK SS: _____

On the 27TH day of SEPTEMBER, nineteen hundred and EIGHTY TWO, before me came ORENA L. GOTTFREDSON known to me to be the individual described in, and who executed the foregoing instrument, and I acknowledge that SHE executed the same, and in due form of law acknowledge the foregoing instrument to be A TRUE

fact act and deed and desired the same might be recorded as such.


Sallyanne Rubic

Sallyanne Rubic
Notary Public

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No. 76265
FILED AND RECORDED AT OFFICE OF
Orena L. Gottfredson
September 29, 1982
AT 10 MINUTES PAST 2 O'CLOCK
PM IN BOOK 52 OF OFFICIAL
RECORDS, PAGE 27 LINCOLN
COUNTY, NEVADA.
YURIKO SETZER
COUNTY RECORDER
Edith Kymick

BOOK 52 PAGE 28
incl