

NOTICE CONFIRMING APPOINTMENT OF SUCCESSOR TRUSTEE

WHEREAS, THORNE JEFFERSON BUTLER and KATHARINE ADAMS BUTLER created a Trust pursuant to that certain Amended and Restated Agreement dated November 30, 1984, known as THE BUTLER FAMILY TRUST (the "Trust"), of which THORNE JEFFERSON BUTLER and KATHARINE ADAMS BUTLER were Trustees;

WHEREAS, Section 6.03(a) of the Trust Agreement reads in material part as follows:

Section 6.03. Successor Trustees.

(a) If, for any reason, either THORNE JEFFERSON BUTLER or KATHARINE ADAMS BUTLER resigns, or otherwise becomes unable to act as Trustee, In the event of the death, incompetency, inability or unwillingness of either settlor to act as trustee during the joint lifetimes of the settlor, then the remaining Trustee shall continue to serve as sole Trustee, hereunder.

WHEREAS, THORNE JEFFERSON BUTLER a settlor and trustee of the Trust died on September 26, 1994. A true and correct copy of the death certificate of THORNE JEFFERSON BUTLER is attached hereto as Exhibit A. The objects of the Trust have not been fully accomplished and it is necessary to the proper administration of the Trust that the Successor Trustee designated in Article Fourteenth a. of the trust instrument assume responsibility for the Trust as sole trustee;

WHEREAS, KATHARINE ADAMS BUTLER, the surviving Settlor and Trustee is competent and desires to serve as the sole trustee of the Trust pursuant to the provisions of Section 6.03 of the Trust agreement.

NOW, THEREFORE, in accordance with the provisions of Section 6.03 of the Trust, KATHARINE ADAMS BUTLER hereby assumes the duties of sole trustee of the Trust with all the powers, duties and

liabilities of such Trustee. Attached hereto as Exhibit B is a true and correct copy of the Certificate of Trust for the Trust, recorded on August 23, 1985, at Book 67, Page 323, Official Records, Clark County Nevada as document no. 2131976, setting forth the powers of the undersigned as trustee of the Trust.

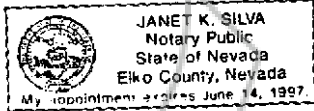
This appointment is hereby accepted this 10th day of September, 1996.

Katharine Adams Butler
KATHARINE ADAMS BUTLER

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF NEVADA)
) ss.
COUNTY OF _____)

This instrument was acknowledged before me on 9/10, 1996, by KATHARINE ADAMS BUTLER.



Janet K. Silva
NOTARY PUBLIC

(My Commission Expires: 6/14/97)

WHEN RECORDED MAIL TO:

Michael E. Kearney, Esq.
300 South Fourth St., Ste 620
Las Vegas, Nevada 89101

BOOK 2112

2131976

CERTIFICATE OF TRUST

We, the undersigned, being the Trustors under that certain instrument dated September __, 1984, do hereby certify as follows:

1. Trust. The name of the trust is the AMENDED AND RESTATED BUTLER FAMILY TRUST, under which there is also created the BUTLER FAMILY SURVIVOR'S TRUST, the BUTLER FAMILY DECEDENT'S TRUST, and the BUTLER FAMILY DISCLAIMED PROPERTY TRUST.

2. Trustors. The Trustors under the above-mentioned BUTLER FAMILY TRUST are THORNE JEFFERSON BUTLER and KATHARINE ADAMS BUTLER.

3. Trustee. THORNE JEFFERSON BUTLER and KATHARINE ADAMS BUTLER are named as Trustee of the BUTLER FAMILY TRUST and the separate trusts therein created. In the event either of them resign or otherwise becomes unable to act as Trustee, the remaining Trustee shall continue to serve as sole Trustee. In the event they both resign or otherwise become unable to act as Trustee, Trustors' daughter, KATHARINE BUTLER RAPACZ, and Trustors' son, THORNE GUTHRIE BUTLER, or the survivor of them, are appointed successor Trustee. In the event KATHARINE BUTLER RAPACZ and THORNE GUTHRIE BUTLER shall both resign or otherwise become unable to act hereunder, NEVADA NATIONAL BANK is appointed successor Trustee.

4. Powers of Trustee. To carry out the trust purposes of the BUTLER FAMILY TRUST, and subject always to the Trustee's fiduciary obligations to the Trust and the beneficiaries thereof, in addition to the powers enumerated at NRS 163.265 through NRS 163.410, inclusive, which are therein incorporated by reference, as well as any powers presently or hereafter conferred under the law, the Trustee is vested with the following powers:

(a) To retain any property, real or personal, transferred to Trustee, without liability for any loss, even though Trustee would not purchase the property as a trust investment and though to retain it might violate sound investment diversification principles.

(b) To acquire, register, and sell any securities (including options, whether "puts" or "calls") or other property held hereunder in the name of Trustee or in the name of a nominee with or without the addition of words indicating that such securities or other property are held in a fiduciary capacity, and to hold in bearer form any securities or other property held hereunder so that title thereto will pass by delivery, but the books and records of Trustee shall show that all such investments are part of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts [t]herein created. In furtherance of the foregoing power and the power to borrow under NRS 163.320, Trustee may establish such margin

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account(s) as Trustee deems appropriate for the acquisition of securities.

(c) To invest and reinvest the assets of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created in Trustee's absolute discretion; and Trustee's choice of investments shall not be restricted to such investments as are permissible for fiduciaries under any present or future applicable law, nor shall Trustee be precluded from participating in any partnership enterprises if, in Trustee's discretion, such participation represents a desirable investment.

(d) To vote, in person or by proxy, at corporate meetings, any shares of stock held in trust pursuant [t]hereto; to participate in or consent to any voting trust, reorganization, dissolution, liquidation, merger, or other action affecting any such shares of stock or any corporation which has issued such shares of stock.

(e) To hold, retain, and operate, solely at the risk of . . . [the] . . . BUTLER FAMILY TRUST and the separate trusts and shares [t]herein created any business enterprise that may be transferred thereto, whether organized as a sole proprietorship, partnership, or corporation; to do and perform all acts that Trustee, in Trustee's discretion, deems necessary or advisable in the operation of such business; and to dissolve, liquidate, or sell such business at such time and on such terms as Trustee, in Trustee's discretion, deems in the best interest of the BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created.

(f) To cause a corporation to be created for the purpose of executing any of the terms, conditions, and trust provisions provided for herein.

(g) To purchase at fair market value securities or other property from or otherwise contract with Trustors, either of them, beneficiaries hereunder, or the legal representatives of their respective estates, and make secured or unsecured loans to Trustors, either of them, beneficiaries hereunder, or the legal representatives of their respective estates, in such amounts, upon such terms, at such rates of interest, and on such security as Trustee shall deem prudent.

(h) To make loans, in such amounts, upon such terms, at such rates of interest, and on such security as Trustee shall deem prudent, provided the same is evidenced by a promissory note; to purchase a holder's interest in a secured promissory note and the security therefor, at such discount as Trustee shall deem prudent, taking into account the terms thereof, rate of interest, and nature of security.

(i) To determine what is principal or income of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created and apportion and allocate receipts and expenses as between these accounts; provided that all receipts constituting capital gains under the Code shall be deemed principal and allocated accordingly.

(j) To pay all taxes, assessments, fees, charges, and other expenses incurred in the administration of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created and employ and pay reasonable compensation to agents and counsel, including investment counsel.

(k) To pay the expenses of the last illness, funeral, and burial of either Trustor, and the estate, inheritance,

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succession, and other death taxes, including interest and penalties, imposed under the laws of any jurisdiction by reason of the death of either Trustor, or with respect to the transfer or receipt of any property passing or which has passed under or outside . . . [the] . . . BUTLER FAMILY TRUST and any amendment hereto, whether or not the same is included in the probate estate of a deceased Trustor; and to purchase United States Treasury Bonds (hereinafter referred to as "flower bonds") for the payment of such taxes. Notwithstanding the provisions of the preceding sentence hereof, if any flower bonds redeemable at par for payment of federal estate tax are included in the gross estate of either deceased Trustor under the Code, such estate tax shall be paid first out of the proceeds of redemption of such flower bonds in the probate estate of such deceased Trustor to the extent possible; next out of the proceeds of redemption of any such flower bonds held by Trustee at the time of death of such deceased Trustor; and the balance as hereinabove provided. Trustee shall certify to the legal representative of the probate estate of the deceased Trustor the extent to which the principal available for the payment of the above items is insufficient. Trustee may rely conclusively on a certification by such legal representative as to the amount of federal estate tax payable on account of the death of such deceased Trustor out of the proceeds of redemption of such bonds owned by the deceased Trustor at the time of death of such deceased Trustor. All payments of such estate taxes shall be charged against the appropriate trust providing for such payment, without apportionment or proration, irrespective of any tax apportionment or similar law of any jurisdiction otherwise applicable, and Trustee shall not seek recovery of such payments.

(l) To consider the tax implications to any beneficiary of any share of a trust [t]herein created in making, withholding, and timing of distributions authorized hereunder.

(m) To terminate . . . [the] . . . BUTLER FAMILY TRUST and any trust herein created or share thereof and distribute the principal and any accumulated and undistributed net income of such trust or share to the person(s) ultimately entitled to the same at any time Trustee, in Trustee's discretion, determines that it is no longer economically sound to continue to hold the same in trust. If Trustee, in Trustee's discretion, determines that it is not feasible to hold personal effects in trust, Trustee may partially terminate any trust herein created or any share thereof to such extent and distribute such personal effects free of trust.

(n) To hold, manage, invest, and account for separate trusts and shares thereof [t]herein created in one or more consolidated funds, in whole or in part, as Trustee may determine. As to each consolidated fund, the division into the various trusts or shares comprising such fund need be made only upon Trustee's books of account.

(o) To partition, apportion, allot, and distribute assets of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts and shares herein created in cash or in kind, partly in cash and partly in kind, or in undivided interests in any manner deemed advisable by Trustee; and to sell such property as Trustee may deem necessary to make any such division, apportionment, or allotment of the BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created or to make partial or final distribution thereof.

(p) To make payments hereunder directly to any beneficiary, to the guardian of such beneficiary's person or

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estate, or to any other person deemed suitable by Trustee for the benefit of a beneficiary, or by direct payment of such beneficiary's expenses.

(q) To accept additions of property to the BUTLER FAMILY TRUST, whether made by Trustors, members of Trustors' family, any beneficiaries hereunder, or any other person interested in said beneficiaries.

(r) To hold funds on deposit in one or more accounts, whether with savings or other banks or brokerage companies, and in such form of account, whether or not interest bearing, as Trustee may determine, without regard to the amount of any such deposit or whether or not it would otherwise be a suitable investment for funds of a trust.

(s) To open and maintain safe deposit boxes in the name of Trustee.

(t) To pay expenses incident to the residence of Trustors.

(u) To do and perform all other acts necessary to accomplish the proper management, investment, and distribution of . . . [the] . . . BUTLER FAMILY TRUST and the respective trusts and shares [t]herein created.

No third person or entity dealing with Trustee in any transaction shall have a duty of inquiry regarding the terms, covenants, and conditions of the BUTLER FAMILY TRUST; but shall be entitled to rely upon the foregoing powers. . . .

The foregoing enumerated powers, however, do not limit the general or implied powers of the Trustee; and the Trustee shall have such additional powers that may now or hereafter be conferred on Trustee by law or that may enable Trustee to administer the BUTLER FAMILY TRUST and the separate trusts therein created in accordance with the terms and conditions of the BUTLER FAMILY TRUST.

IN WITNESS WHEREOF, the Trustors have executed this Certificate of Trust this 27th day of November, 1984.

Thorne Jefferson Butler
THORNE JEFFERSON BUTLER, Trustor

Katharine Adams Butler
KATHARINE ADAMS BUTLER, Trustor

STATE OF NEVADA
} ss.
COUNTY OF CLARK }

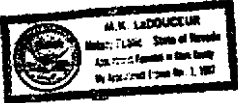
On this 27th day of November, 1984, before me,
the undersigned Notary Public in and for said County and State, personally

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appeared THORNE JEFFERSON BUTLER and KATHARINE ADAMS BUTLER, who acknowledged to me that they executed the foregoing Certificate of Trust freely and voluntarily and for the uses and purposes therein mentioned.



M.K. LeDouceur
Notary Public in and for said County and State

RECORDED AT THE REQUEST OF
and
WHEN RECORDED RETURN TO:
W. LESLIE SULLY, JR.
SULLY & LENHARD
1414 Valley Bank Plaza
300 South Fourth Street
Las Vegas, Nevada 89101

No. 982-110
FILED AND RECORDED AT REQUEST OF
Sully, Lenhard & Raizin
Sept. 18, 1985
W. LESLIE SULLY, JR. & LENHARD
PM 02:00 67
RECORDED PAGE 322
LINCOLN COUNTY, NEVADA

YURIKO SETZER
Deputy
By *Yuriko Setzer*

CLARK COUNTY NEVADA
JOAN L. SWIFT, RECORDER
RECORDED AT REQUEST OF
Sully & Lenhard et al
Aug 23 2 30 PM '85
FEE 9- DEPUTY *AS4*
OFFICIAL RECORDS
BOOK INSTRUMENT

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STATE OF NEVADA - DEPARTMENT OF HUMAN RESOURCES
DIVISION OF HEALTH - SECTION OF VITAL STATISTICS
CERTIFICATE OF DEATH

006057

1. Thorne J. BUTLER M.D.		DATE OF DEATH (Month, Day, Year) September 26, 1994		COUNTY OF DEATH Clark	
CITY, TOWN, OR LOCATION OF DEATH Las Vegas		HOSPITAL OR OTHER INSTITUTION—Name (if not enter, give street and number) Desert Springs Hospital		If Home, indicate SOA, Ordinar, (See Instructions) (Specify) Emergency Room	
2. Male		3. Emergency Room		4. Male	
5. White		6. 65		7. March 18, 1929	
8. U.S.A.		9. 17		10. Married	
11. Pathologist		12. Medicine		13. Katharine Adams	
14. Clark		15. Las Vegas		16. 3927 Saddlewood Court	
17. Bernard J. Butler		18. Marianne		19. Residing	
20. Katharine A. Butler -Wife		21. 3927 Saddlewood Court Las Vegas Nevada 89121			
22. Cremation		23. Palm Crematory		24. Las Vegas Nevada	
25. Sept 28, 1994		26. 7:19 P.M.		27. Yes	
28. William Bentley, M.D. 901 Rancho Lane Las Vegas Nevada 89106		29. SEP 30 1994		30. 2073	
31. Malignant amyloidosis		32. Yes		33. Yes	
34. Electrical instability of the heart		35. Yes		36. Yes	
37. Yes		38. Yes		39. Yes	

STATE REGISTRAR

No. 81743

"CERTIFIED TO BE A TRUE AND CORRECT COPY OF THE DOCUMENT ON FILE WITH THE REGISTRAR OF VITAL STATISTICS, STATE OF NEVADA." This copy was issued by the Clark County Health District from State certified documents as authorized by the State Board of Health pursuant to NRS 440.175.

NOT VALID WITHOUT THE RAISED SEAL OF THE CLARK COUNTY HEALTH DISTRICT

105941

OTTO RAVENHOLT, M.D.
Registrar of Vital Statistics

and recorded at request of
Katharine A. Butler

Sept. 13, 1996

Date Issued: DEC 13 1995

At 1 minutes past 1 O'clock
Lincoln County Nevada Recorder,

CLARK COUNTY HEALTH DISTRICT

625 Shadow Lane P.O. Box 4426
Las Vegas, Nevada 89127

702-383-1223

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