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L A S T      W I L L      A N D      T E S T A M E N T

O F

RUTH G. LARSON

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I, RUTH G. LARSON, a resident of Maricopa County, Arizona, do make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

FIRST:      I declare that I am the wife of WILBUR A. LARSON, to whom all references herein to "my spouse" relate, and that I have three sons: LEIGH R. LARSON, REED A. LARSON and BRUCE D. LARSON.

SECOND:      I direct my Personal Representative to pay out of the principal of my estate, and to treat as expenses of administration chargeable against my residuary estate, all inheritance, succession or estate taxes, state and federal, that may be levied or assessed against my Personal Representative or my estate ~~or any~~ beneficiary thereof or which may be occasioned by my death, even though any such taxes may be levied or assessed in whole or in part with respect to property, including insurance, which does not come into the possession of my Personal Representative, together with any and all interest on such taxes, and

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seek to recover any part of such taxes and/or interest thereon from any beneficiary under this Will or from any person receiving any insurance or other property which is included in whole or in part in my gross estate. If at my death there is in existence a marital qualifying trust established for my benefit by my spouse under Article IV of a Living Trust Agreement, dated October 26, 1977, I hereby exercise my general power of appointment thereover, set forth under section E(2) of the said Article, to the limited extent of directing the Trustee thereof to pay from the assets of such trust directly to the taxing authorities or otherwise as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of my death shall be increased as a result of the inclusion of such marital qualifying trust in my gross estate for such tax purposes. United States Treasury bonds redeemable at par for federal estate tax purposes whether held in my probate estate or in any trust included in my gross estate shall be first used for such purposes.

THIRD:     A.     I bequeath to my spouse if my spouse survives me by a period of sixty (60) days, all articles, goods and effects of personal and/or household use or ornament, including but not limited to clothing, jewelry, furniture, furnishings, books,

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works of art, bric-a-brac, musical instruments, silverware, chinaware, glassware, linens, stores, transferable club memberships, family heirlooms, antiques, coin or currency collections, stamp collections, sporting equipment, photographic equipment, boats, family automobiles, campers, house trailers, golf carts, and all policies of fire, burglary, property damage and other insurance on or in connection with the use of any of the above mentioned property. Should my spouse predecease me or fail to survive me by a period of sixty (60) days, I bequeath such tangible personal property to my children who shall survive me in shares substantially equal as to value. It is my hope and wish that if a child of mine is then deceased leaving children, that the surviving children or child of mine will share such tangible personal property with such children.

B. I may choose to leave a list of items of tangible personal property and persons to whom I wish to bequeath each item, which list shall be in my handwriting, or signed by me, or both. In the event I leave such a list I direct that it be honored and that its provisions supersede those of the previous provisions under this Article.

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C. I devise and bequeath, subject to any and all encumbrances thereon, all real property used by me as a place or places of residence and which I may own at the time of my death, and which is included in my probate estate, together with the improvements thereon, and the appurtenances thereto, and the insurance policies thereon, to my spouse if my spouse survives me by a period of sixty (60) days. If my spouse predeceases me or fails to survive me for a period of sixty (60) days, this gift shall lapse.

FOURTH: A. All the rest of my estate (including lapsed devises or legacies but not including property over which I may then have a power of appointment), I devise and bequeath to the then Trustee or Trustees under a certain Trust Agreement heretofore executed by myself as Trustor, dated concurrently herewith, with the MARSHALL & ILSLEY TRUST COMPANY OF ARIZONA as Trustee, to be added to the principal of the trust estate provided for under said Trust Agreement and to be held, administered and distributed in all respects as an integral part of the Trust Agreement, and of any amendments thereto in effect at my death, it being my intention, not to create a separate or testamentary trust nor to subject said trust to the jurisdiction of the Court of probate of my Will.

FIFTH: My Personal Representative, and any successor, shall have all such rights, powers and discretions as may be necessary or appropriate for effective administration of my estate, including but without limitation, the following:

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To invest and reinvest all funds from time to time available for investment or reinvestment in any kind of property, real or personal, including bonds, interests in any amount in common trust funds established by the Corporate Personal Representative, stocks of any class, investment trust shares, mortgages and such other property as the Personal Representative shall deem proper; to pay, reject or compromise claims of all kinds against my estate; to insure, improve, partition, mortgage, pledge, sell at public or private sale and convey and transfer, and to lease for any periods, all or any part of my estate upon such terms and conditions and for such consideration as it may deem advisable; to retain property of every kind, in the Personal Representative's name or in the name of a nominee, with or without disclosure of the fiduciary capacity; to participate fully in corporate reorganizations and readjustments; to vote upon stocks by proxy or otherwise; to employ and compensate attorneys, accountants, agents and brokers; to borrow for estate purposes; to divide and distribute my estate in cash or in kind or partly in cash and partly in kind; to continue or conduct, at the risk of my estate, any business or enterprise in which I may be engaged at the time of my death; to determine all questions with respect to the manner in which expenses are to be borne and receipts are to be credited, as between principal and income; to make such elections under the estate and income tax laws as it determines to be expedient or proper, and also to decide in its sole discretion what adjustments, if any, between beneficial interests in connection therewith may be equitable and to make such adjustments; to join with my spouse in the filing of any income tax returns for any year or years for which I have not filed such return or returns prior to my death and to pay such ratable shares of any taxes due

thereon as my Personal Representative shall deem proper; to consent to any gifts made by my spouse as being made half by me for the purposes of the federal gift tax law; and to exercise any and all the foregoing rights, powers and discretions without giving prior notice to any person and without first obtaining an order of any Court therefor.

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SIXTH: I hereby nominate and appoint my spouse as Executor of this, my Last Will and Testament. If my spouse shall be unable or unwilling to act in such capacity, then I nominate and appoint my son, LEIGH R. LARSON, or, if he cannot serve, my son, REED A. LARSON, or, if he cannot serve, my son, BRUCE D. LARSON, as Executor of this, my Last Will and Testament. If my spouse and my sons, LEIGH R. LARSON, REED A. LARSON, or BRUCE D. LARSON, shall be unable or unwilling to act in such capacity, then I nominate and appoint the MARSHALL & ILSLEY TRUST COMPANY OF ARIZONA as Executor of this my Last Will and Testament. Any corporate successor to the business and assets of said bank shall succeed said Bank as Executor hereof, with all the rights, powers, discretions and immunities herein conferred as though originally named as such herein. My Executor and my Alternate Executors shall be permitted to qualify and act as such without bond or other security in any jurisdiction. My Executor or Alternate Executors are hereinbefore referred to as "my Personal Representative".

IN WITNESS WHEREOF, I have hereunto set my hand  
this 1st day of April, 1978, at Sun City,  
Arizona.

/s/ Ruth G. Larson  
Testatrix

The foregoing instrument, consisting of seven (7) pages, including this page, was on the date thereof signed, published and declared by RUTH G. LARSON, the Testatrix, to be her Last Will and Testament, in the presence of each of us, the undersigned, who thereupon, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses thereto the day and year last above written.

/s/ Lucile W. Tabbert Residing at 16821 102nd Avenue  
Lucile W. Tabbert Sun City, Arizona

/s/ Stephen S. Case Residing at 6220 North 51st Place  
Stephen S. Case Paradise Valley, Arizona