

B-1-k-1a

LAST WILL
OF
JAMES JONES

I, James Jones, a resident of Mendocino County, California, declare this to be my Will and hereby expressly revoke all prior Wills and Codicils.

FIRST

IDENTITY OF TESTATOR'S FAMILY

I declare that I am married, and that the name of my wife is Marceline Mae Jones. I have six children now living, whose names and birth dates are:

Name	Birth Date
Agnes Jones	January 14, 1943
Suzanne Cartmell	October 25, 1952
Lew Eric Jones	November 24, 1956
Timothy Tupper	February 19, 1959
Stephan Gandhi Jones	June 1, 1959
James Jones, Jr.	October 1, 1960

I have one deceased child: Stephanie Jones, who died May 10, 1959, without issue. All references in this Will to "my child" or "my children" include any child hereafter born to or adopted by me.

SECOND

PROPERTY BEING DISPOSED

It is my intention to dispose of the entire community and quasi-community property of my wife and myself, and of all of my separate property. However, I hereby elect not to exercise any

Page of pages of the Will of James Jones

B-1-k-1a

3-1-16-

power of appointment exercisable by a Will which I now have or which may hereafter be conferred on me; no provision of this Will shall be construed as an exercise in whole or in part of any such power.

THIRD

DISPOSITION OF ESTATE TO WIFE

I give all of my estate, both real and personal, and wherever situated to my beloved wife, provided that she survives me by at least one hundred and eighty (180) days.

FOURTH

BEQUESTS AND DEVISES

If my aforesaid beloved wife should predecease me or fail to survive me by at least one hundred and eighty (180) days, then I bequeath and devise the sum of \$5,000.00 to my daughter, Agnes Jones. If she should predecease me, this legacy will be given to her surviving issue on the principle of representation.

FIFTH

RESIDUARY TRUST

If my aforesaid beloved wife should predecease me or fail to survive me by at least one hundred and eighty (180) days, then I give, devise, and bequeath all of the residue of my estate, both real and personal, and wherever situated, to Carolyn Layton in trust, to be held, administered, and distributed in accordance with the following provisions:

A. PAYMENT AND DISTRIBUTION OF INCOME AND PRINCIPAL

1. The entire trust estate shall be administered as one trust until my youngest child then living reaches the age of twenty-four years. Until that time the Trustee shall apply the net income

B-1-k-16

1-1-11

and principal of the trust estate as follows:

(a) The Trustee shall pay to or apply for the benefit of each of my then living children who are under the age of twenty-four (24) years, in monthly or in other convenient installments but in no event less often than annually, so much of the net income and so much of the principal of the trust estate, up to the whole thereof, as the Trustee in his discretion deems necessary for the proper care, support, and education of each of them. No child who has attained the age of twenty-four (24) years shall receive any of the aforesaid payments from the trust estate.

(b) The Trustee may pay more to or apply more for some beneficiaries than others and may omit some beneficiaries entirely.

(c) The Trustee, in exercising his discretionary authority with respect to the payment of income or principal of the trust estate to any beneficiary, shall take into consideration any income or other resources available to such beneficiary from sources outside of this trust that may be known to the Trustee. The Trustee may accept as final and conclusive the written statement of the beneficiary receiving payment as to other available income or resources. The determination of the Trustee with respect to the necessity of making payments out of income or principal to any beneficiary shall be conclusive on all persons howsoever interested in the Trust.

(d) The Trustee shall accumulate and add to principal any net income of the trust not paid out in accordance with the discretion hereinabove conferred on the Trustee.

2. When my youngest child then living reaches the age of twenty-four (24) years, the trust shall terminate and the Trustee

Page of pages of the Will of James Jones

B-1-a-1c

B-1-K-101

shall immediately distribute the balance of the trust estate in equal shares to my children then living. However, if any child of mine not then living leaves issue then surviving, an equal share of the trust estate shall be distributed to the then surviving issue of each child on the principle of representation.

3. Definitions:

(a) The term "children," as used in this Will, includes adopted children and includes Timothy Tupper, whom I love and regard as a son, and includes any children who may hereafter be born to me.

(b) The term issue, as used in this Will, means lawful issue and includes legally adopted children, and further includes Timothy Tupper.

(c) The terms "children" and "issue," as used in this Residuary Trust do not include Agnes Jones, my eldest daughter, for whom I have amply provided elsewhere in this Will. I hereby expressly exclude her and her issue from any interest whatsoever in this Residuary Trust.

(d) The term "education," as used in this Will, includes both college and postgraduate study at any accredited institution of the beneficiary's choice for any period of time that, in the judgment of the Trustee, is advantageous to the beneficiary concerned; the Trustee shall provide adequate amounts for all related living and travel expenses of the beneficiary within reasonable limits.

4. No beneficiary or remainderman of this trust shall have any right to alienate, encumber, or hypothecate his or her inter-

Page of pages of the Will of James Jones

B-1-k-1d

B. J. K. I. e

est in the principal or income of the trust in any manner, nor shall any interest of any beneficiary or remainderman be subject to claims of his or her creditors or liable to attachment, execution or other process of law.

B. GENERAL ADMINISTRATIVE POWERS OF TRUSTEE

In order to carry out the purposes of any trust established by this Will, the Trustee, in addition to all other powers granted by this Will or by law, shall have the following powers over the trust estate, subject to any limitation specified elsewhere in this Will.

1. To retain any property received by the trust estate for as long as the Trustee considers advisable.
2. To invest and reinvest in every kind of property and investment which men of prudence, discretion, and intelligence acquire for their own accounts.
3. To manage, control, repair, and improve all trust property.
4. To sell, for cash or on terms, and to exchange any trust property.
5. To adjust or compromise any claims for or against the trust.
6. To lease any property for terms within or beyond the duration of the trust for any purpose, including the exploration and removal of oil, gas, and other minerals, and to enter into community leases and pooling and unitization agreements.
7. To borrow money and to encumber or hypothecate any trust property.

B. J. K. I. e

C.A.K. /

8. On any division or distribution of the trust estate, in the discretion of the Trustee to divide and distribute property of the trust estate in cash or in kind, including undivided interests, or partly in cash and partly in kind, including undivided interests.

C. OPERATIONAL PROVISIONS

1. The Trustee shall determine what is income and what is principal of each trust established under this Will, and what expenses, costs, taxes, and charges of all kinds shall be charged against income and what shall be charged against principal in accordance with the applicable statutes of the State of California from time to time existing.

2. If Carolyn Layton is unable or unwilling to act or to continue to act as the Trustee, then I appoint Michael J. Prokes, as the Trustee with the same powers, rights, discretions, obligations, and immunities. If the aforesaid Carolyn Layton and Michael J. Prokes are each unable or unwilling to act as the Trustee, then I appoint Anne E. Moore as the Trustee with the same powers, rights, discretions, obligations, and immunities.

3. The Trustee shall receive a reasonable compensation for his services as determined by the court having jurisdiction.

4. No Trustee appointed in this Will shall at any time be held liable for any action or default of himself or of any other person in connection with the administration of the trust estate, unless caused by his own gross negligence or by a willful commission by him of an act in breach of the trust.

5. The validity and administration of any trust established
Page of pages of the Will of James Jones

2007

under this Will shall be governed by the laws of the State of California.

SIXTH
EXECUTOR

1. I nominate my beloved wife, Marceline Mae Jones as the Executor of this Will. If she is unable or unwilling to act or to continue to act as Executor, then I nominate Timothy O. Stoen, as the Executor of this Will with the same powers, rights, discretions, obligations and immunities.

2. No bond shall be required of any Executor nominated in this Will.

3. None of the Executors nominated in this Will shall be personally liable for any loss or damage in connection with the administration of my estate, except in the case of willful misconduct or gross negligence.

4. I authorize my Executor:

(a) To sell at either public or private sale, with or without notice, any property belonging to my estate, subject only to any confirmation required by law.

(b) To invest and reinvest any surplus moneys in my estate in any kind of property, real, personal, or mixed, and any kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, and stocks, common or preferred, which men of prudence, discretion, and intelligence acquire for their own account. In so investing and reinvesting, the Executor shall exercise the judgment and care, under the circumstances then prevailing, which men of prudence, discretion, and intelligence

Page ofpages of the Will of James Jones

B-1-k-1g

B-1-K-1A

exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital.

(c) To continue the operation of any business that I may own at the time of my death for the period of time and in the manner that she (or he) considers advisable and in the best interests of my estate, or to sell or to liquidate the business at the time and on the terms and conditions that she (or he) considers advisable and in the best interests of my estate. Any operation, sale, or liquidation of such business performed in good faith by my Executor shall be solely at the risk of my estate and without any liability on the part of my Executor.

(d) To borrow money on behalf of my estate and to encumber or hypothecate any property in my estate by deed of trust, mortgage, pledge, or otherwise.

(e) To lease any real property belonging to my estate, subject only to the confirmation required by law.

SEVENTH

APPOINTMENT OF GUARDIAN

1. In the event that a guardian of the person should be necessary for any minor child of mine and my wife is unable to act, then I appoint Carolyn Layton, as the guardian of the person of each such child; and if she is unable or unwilling to act or to continue to act as such guardian, then I appoint Michael J. Prokes, as the guardian of the person of each such child.

2. In the event that a guardian of the estate should be

Page of pages of the Will of James Jones

B-1-k-1A

B-1-K-1a

necessary for any minor child of mine and my wife is unable to act, then I appoint Carolyn Layton, as the guardian of the estate of each such child; and if she is unable or unwilling to act or to continue to act as such guardian, then I appoint Michael J. Prokes, as the guardian of the estate of each such child.

3. No bond shall be required of any guardian appointed in this Will.

EIGHTH

WILL CONTEST PROVISION

If any beneficiary or remainderman under this Will in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any share or interest in my estate or in the estate of any trust established by this Will given to that contesting beneficiary or remainderman under this Will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary or remainderman had predeceased me without issue.

NINTH

GENERAL

1. I have not entered into either a contract to make Wills or a contract not to revoke Wills.

2. If any part of this Will is held to be void, invalid, or inoperative, I direct that such voidness, invalidity, or inoperativeness shall not affect any other part of this Will, and that the remainder of this Will shall be carried into effect as though such part had not been contained herein.

3. As used in this Will, the masculine, feminine, or neu-
Page of pages of the Will of James Jones .

B-1-k-1i

B-1-K-1-j

ter gender, and the singular or plural number shall each be deemed to include the others whenever the context so indicates.

The foregoing Will is subscribed by me on the day of, 1975, at San Francisco, California.

.....
James Jones

The testator, James Jones, on the date last above written, declared to us that the above instrument consisting of pages, including this page, is his Will and requested us to act as witnesses to it. Each of us at his request now signs as a witness in the presence of the testator and in the presence of each other. Each of us observed the signing by the testator and the signing by each other. Each of us knows that each signature appearing hereon is a true signature of the person who signed.

We declare under penalty of perjury that the foregoing is true and correct.

Executed on the day of, 1975, at, San Francisco, California.

..... residing at

..... residing at

..... residing at

Page of pages of the Will of James Jones

B-1-k-1j

B-1-k-1A

LAST WILL
OF
JAMES JONES

I, James Jones, a resident of Mendocino County, California, declare this to be my Will and hereby expressly revoke all prior Wills and Codicils.

FIRST

IDENTITY OF TESTATOR'S FAMILY

I declare that I am married, and that the name of my wife is Marceline Mae Jones. I have six children now living, whose names and birth dates are:

Name	Birth Date
Agnes Jones	January 14, 1943
Suzanne Cartmell	October 25, 1952
Lew Eric Jones	November 24, 1956
Timothy Tupper	February 19, 1959
Stephan Gandhi Jones	June 1, 1959
James Jones, Jr.	October 1, 1960

I have one deceased child: Stephanie Jones, who died May 10, 1959, without issue. All references in this Will to "my child" or "my children" include any child hereafter born to or adopted by me.

SECOND

PROPERTY BEING DISPOSED

It is my intention to dispose of the entire community and quasi-community property of my wife and myself, and of all of my separate property. However, I hereby elect not to exercise any

Page of pages of the Will of James Jones

B-1-k-1k

B-1-K-11

power of appointment exercisable by a Will which I now have or which may hereafter be conferred on me; no provision of this Will shall be construed as an exercise in whole or in part of any such power.

THIRD

DISPOSITION OF ESTATE TO WIFE

I give all of my estate, both real and personal, and wherever situated to my beloved wife, provided that she survives me by at least one hundred and eighty (180) days.

FOURTH

BEQUESTS AND DEVISES

If my aforesaid beloved wife should predecease me or fail to survive me by at least one hundred and eighty (180) days, then I bequeath and devise the sum of \$5,000.00 to my daughter, Agnes Jones. If she should predecease me, this legacy will be given to her surviving issue on the principle of representation.

FIFTH

RESIDUARY TRUST

If my aforesaid beloved wife should predecease me or fail to survive me by at least one hundred and eighty (180) days, then I give, devise, and bequeath all of the residue of my estate, both real and personal, and wherever situated, to Carolyn Layton in trust, to be held, administered, and distributed in accordance with the following provisions:

A. PAYMENT AND DISTRIBUTION OF INCOME AND PRINCIPAL

1. The entire trust estate shall be administered as one trust until my youngest child then living reaches the age of twenty-four years. Until that time the Trustee shall apply the net income

B-1-K-11

10 171 1M

and principal of the trust estate as follows:

(a) The Trustee shall pay to or apply for the benefit of each of my then living children who are under the age of twenty-four (24) years, in monthly or in other convenient installments but in no event less often than annually, so much of the net income and so much of the principal of the trust estate, up to the whole thereof, as the Trustee in his discretion deems necessary for the proper care, support, and education of each of them. No child who has attained the age of twenty-four (24) years shall receive any of the aforesaid payments from the trust estate.

(b) The Trustee may pay more to or apply more for some beneficiaries than others and may omit some beneficiaries entirely.

(c) The Trustee, in exercising his discretionary authority with respect to the payment of income or principal of the trust estate to any beneficiary, shall take into consideration any income or other resources available to such beneficiary from sources outside of this trust that may be known to the Trustee. The Trustee may accept as final and conclusive the written statement of the beneficiary receiving payment as to other available income or resources. The determination of the Trustee with respect to the necessity of making payments out of income or principal to any beneficiary shall be conclusive on all persons howsoever interested in the Trust.

(d) The Trustee shall accumulate and add to principal any net income of the trust not paid out in accordance with the discretion hereinabove conferred on the Trustee.

2. When my youngest child then living reaches the age of twenty-four (24) years, the trust shall terminate and the Trustee

Page of pages of the Will of James Jones

B-1-k-1m

B-1-k-1a

shall immediately distribute the balance of the trust estate in equal shares to my children then living. However, if any child of mine not then living leaves issue then surviving, an equal share of the trust estate shall be distributed to the then surviving issue of each child on the principle of representation.

3. Definitions:

(a) The term "children," as used in this Will, includes adopted children and includes Timothy Tupper, whom I love and regard as a son, and includes any children who may hereafter be born to me.

(b) The term issue, as used in this Will, means lawful issue and includes legally adopted children, and further includes Timothy Tupper.

(c) The terms "children" and "issue," as used in this Residuary Trust do not include Agnes Jones, my eldest daughter, for whom I have amply provided elsewhere in this Will. I hereby expressly exclude her and her issue from any interest whatsoever in this Residuary Trust.

(d) The term "education," as used in this Will, includes both college and postgraduate study at any accredited institution of the beneficiary's choice for any period of time that, in the judgment of the Trustee, is advantageous to the beneficiary concerned; the Trustee shall provide adequate amounts for all related living and travel expenses of the beneficiary within reasonable limits.

4. No beneficiary or remainderman of this trust shall have any right to alienate, encumber, or hypothecate his or her inter-

Page of pages of the Will of James Jones

B-1-k-1a

est in the principal or income of the trust in any manner, nor shall any interest of any beneficiary or remainderman be subject to claims of his or her creditors or liable to attachment, execution or other process of law.

B. GENERAL ADMINISTRATIVE POWERS OF TRUSTEE

In order to carry out the purposes of any trust established by this Will, the Trustee, in addition to all other powers granted by this Will or by law, shall have the following powers over the trust estate, subject to any limitation specified elsewhere in this Will.

1. To retain any property received by the trust estate for as long as the Trustee considers advisable.
2. To invest and reinvest in every kind of property and investment which men of prudence, discretion, and intelligence acquire for their own accounts.
3. To manage, control, repair, and improve all trust property.
4. To sell, for cash or on terms, and to exchange any trust property.
5. To adjust or compromise any claims for or against the trust.
6. To lease any property for terms within or beyond the duration of the trust for any purpose, including the exploration and removal of oil, gas, and other minerals, and to enter into community leases and pooling and unitization agreements.
7. To borrow money and to encumber or hypothecate any trust property.

B-1-k-1-p

8. On any division or distribution of the trust estate, in the discretion of the Trustee to divide and distribute property of the trust estate in cash or in kind, including undivided interests, or partly in cash and partly in kind, including undivided interests.

C. OPERATIONAL PROVISIONS

1. The Trustee shall determine what is income and what is principal of each trust established under this Will, and what expenses, costs, taxes, and charges of all kinds shall be charged against income and what shall be charged against principal in accordance with the applicable statutes of the State of California from time to time existing.

2. If Carolyn Layton is unable or unwilling to act or to continue to act as the Trustee, then I appoint Michael J. Prokes, as the Trustee with the same powers, rights, discretions, obligations, and immunities. If the aforesaid Carolyn Layton and Michael J. Prokes are each unable or unwilling to act as the Trustee, then I appoint Anne E. Moore as the Trustee with the same powers, rights, discretions, obligations, and immunities.

3. The Trustee shall receive a reasonable compensation for his services as determined by the court having jurisdiction.

4. No Trustee appointed in this Will shall at any time be held liable for any action or default of himself or of any other person in connection with the administration of the trust estate, unless caused by his own gross negligence or by a willful commission by him of an act in breach of the trust.

5. The validity and administration of any trust established

B-1-k-1-p

B-1-k-1A-

under this Will shall be governed by the laws of the State of California.

SIXTH
EXECUTOR

1. I nominate my beloved wife, Marceline Mae Jones as the Executor of this Will. If she is unable or unwilling to act or to continue to act as Executor, then I nominate Timothy O. Stoen, as the Executor of this Will with the same powers, rights, discretions, obligations and immunities.

2. No bond shall be required of any Executor nominated in this Will.

3. None of the Executors nominated in this Will shall be personally liable for any loss or damage in connection with the administration of my estate, except in the case of willful misconduct or gross negligence.

4. I authorize my Executor:

(a) To sell at either public or private sale, with or without notice, any property belonging to my estate, subject only to any confirmation required by law.

(b) To invest and reinvest any surplus moneys in my estate in any kind of property, real, personal, or mixed, and any kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, and stocks, common or preferred, which men of prudence, discretion, and intelligence acquire for their own account. In so investing and reinvesting, the Executor shall exercise the judgment and care, under the circumstances then prevailing, which men of prudence, discretion, and intelligence

Page of pages of the Will of James Jones

B-1-k-1a

B-1-K-10

exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital.

(c) To continue the operation of any business that I may own at the time of my death for the period of time and in the manner that she (or he) considers advisable and in the best interests of my estate, or to sell or to liquidate the business at the time and on the terms and conditions that she (or he) considers advisable and in the best interests of my estate. Any operation, sale, or liquidation of such business performed in good faith by my Executor shall be solely at the risk of my estate and without any liability on the part of my Executor.

(d) To borrow money on behalf of my estate and to encumber or hypothecate any property in my estate by deed of trust, mortgage, pledge, or otherwise.

(e) To lease any real property belonging to my estate, subject only to the confirmation required by law.

SEVENTH

APPOINTMENT OF GUARDIAN

1. In the event that a guardian of the person should be necessary for any minor child of mine and my wife is unable to act, then I appoint Carolyn Layton, as the guardian of the person of each such child; and if she is unable or unwilling to act or to continue to act as such guardian, then I appoint Michael J. Prokes, as the guardian of the person of each such child.

2. In the event that a guardian of the estate should be
Page of pages of the Will of James Jones

B-1-K-1r

B-1-K-1A

necessary for any minor child of mine and my wife is unable to act, then I appoint Carolyn Layton, as the guardian of the estate of each such child; and if she is unable or unwilling to act or to continue to act as such guardian, then I appoint Michael J. Prokes, as the guardian of the estate of each such child.

3. No bond shall be required of any guardian appointed in this Will.

EIGHTH

WILL CONTEST PROVISION

If any beneficiary or remainderman under this Will in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any share or interest in my estate or in the estate of any trust established by this Will given to that contesting beneficiary or remainderman under this Will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary or remainderman had predeceased me without issue.

NINTH

GENERAL

1. I have not entered into either a contract to make Wills or a contract not to revoke Wills.

2. If any part of this Will is held to be void, invalid, or inoperative, I direct that such voidness, invalidity, or inoperativeness shall not affect any other part of this Will, and that the remainder of this Will shall be carried into effect as though such part had not been contained herein.

3. As used in this Will, the masculine, feminine, or neu-
Page of pages of the Will of James Jones

B-1-k-1s

ter gender, and the singular or plural number shall each be deemed to include the others whenever the context so indicates.

The foregoing Will is subscribed by me on the day of, 1975, at San Francisco, California.

.....
James Jones

The testator, James Jones, on the date last above written, declared to us that the above instrument consisting of pages, including this page, is his Will and requested us to act as witnesses to it. Each of us at his request now signs as a witness in the presence of the testator and in the presence of each other. Each of us observed the signing by the testator and the signing by each other. Each of us knows that each signature appearing hereon is a true signature of the person who signed.

We declare under penalty of perjury that the foregoing is true and correct.

Executed on the day of, 1975, at, San Francisco, California.

..... residing at

..... residing at

..... residing at

Page of pages of the Will of James Jones

B-1-k-14

B-1-k-2a
B-1-k-2a

This is my will. I revoke all prior wills and codicils made by me. I am married to Tharelene Mae Jones and I have the following children: Timothy Glen Jones, Stephen G. Jones, Jim W. Jones jr, Leo Eric Jones, John Moss Jones, Agnes Pauline Jones, & Suzanne O. Jones. To my son John Moss Jones, provided that he survives my death by six months I give 10% (ten) percent of my estate. To those of my wife and children (except for Agnes Pauline Jones and Suzanne O. Jones [Cartmell]) who survive my death by six months I give equal proportions of the remainder of my estate. I have intentionally omitted to make any provision for my daughters Suzanne and Agnes. In the event that none of the above for whom I made provision survive my death by six months then I give my estate to the Communist Party, U.S.A. I appoint my attorney Charles
over

11
B-1-K 26

Garry as my executor to
serve with out bond.
Signed on this Saturday
the 6th day of August in
the year 1977,

James Warren Jones Sr.

B-1-k-26