

LAST WILL AND TESTAMENT

OF

BARBARA B. MORTENSEN

I, **BARBARA B. MORTENSEN**, a United States Citizen, domiciled in the City of Santa Monica, County of Los Angeles, State of California, do make, publish and declare this to be my Last Will and Testament. I hereby revoke all Wills and Codicils that I have previously made.

ARTICLE I

(a) I was formerly married to **GLENN A. BILLINGSLEY**. I have two (2) children now living from my said former marriage whose names and dates of birth are as follows:

<u>CHILD'S NAME</u>	<u>DATE OF BIRTH</u>
DREW G. BILLINGSLEY	10/22/41
GLENN A. BILLINGSLEY	03/20/44

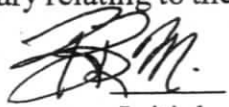
(b) I have no deceased children by my said former marriage.

ARTICLE II

The terms "issue" and "child" as used in this Will shall include any other children hereafter born to or adopted by me. Whenever property passes under this Will to a deceased devisee's issue "by right of representation," the property shall be distributed in the manner prescribed in California Probate Code, Section 246, in effect as of the date of this Will.

ARTICLE III

(a) I direct that all my legal debts, the expenses of my last illness, funeral and burial expenses, and the expenses of administering my estate, together with all estate, inheritance, legacy, succession or similar duties or taxes, which shall become payable in respect of any property, or interest therein, which I may own at the time of my death, including any taxes relating to any charitable remainder trusts established by me, and which are properly includible in my gross estate for any such taxation purposes, shall be charged to and paid from my residuary estate; provided, however, that any provisions to the contrary relating to the payment


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of said taxes in my Trust Agreement, if any, as defined below, shall govern instead. My Personal Representative shall not seek recovery or reimbursement from or apportionment between or among the recipients of any such property or interest.


(b) I direct my Personal Representative to reimburse the agent appointed in my Durable Power of Attorney for Health Care for all reasonable costs and expenses actually incurred and paid by my agent on my behalf under the authority of the Durable Power of Attorney for Health Care, but my agent shall not be entitled to compensation for services rendered under the Durable Power of Attorney for Health Care.

ARTICLE IV

I give and devise my household furniture, books, musical instruments, watches, jewelry, clothing and other articles of household, domestic or personal use or adornment, as well as my automobiles, to my then living children, to be equally divided among them by agreement, but if a child of mine shall then be a minor, the person having custody of such child shall represent him or her for all purposes of this Article, and the receipt of such person covering such child's share of such tangible personal property shall be a complete acquittance of my Personal Representative. I request that my children and Personal Representative follow any suggestions which I may have made by memorandum or otherwise, concerning the distribution of tangible personal property. If my children do not survive me, then I direct that all such property shall pass according to Article V of this Will.

ARTICLE V

(a) I give and devise all the rest, residue and remainder of my property of whatever kind and wherever located that I own at my death or that I have any right to or interest in, including any of the foregoing gifts in this Will which for any reason fail to take effect, but excluding any property over which I shall then have any power of appointment (it being my intention not to exercise any power of appointment I may have except as it may be exercised specifically by other provisions of this Will), all of which is referred to herein as my "Residuary Estate," to the then acting Trustee under a certain Revocable Trust Agreement previously executed by me as Trustor and dated February 27, 1985, as amended and completely restated on July 31, 1989, as amended on October 3, 1992, as further amended and completely restated on August 28, 1995, June 22, 2005 and October 17, 2008, and known as **THE BARBARA BILLINGSLEY MORTENSEN FAMILY TRUST OF FEBRUARY 27, 1985** (herein referred to as the "Trust Agreement"), to be held, managed and distributed upon the terms, provisions and conditions as provided in said Trust Agreement as it now exists or as it may subsequently be amended.


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(b) By this devise it is my intention to enlarge the trust created by said Trust Agreement (which trust has independent significance) so that the property so devised and bequeathed to said Trustee shall immediately after being received by said Trustee be integrated with and thereafter administered and accounted for in all respects as an integral part of said trust as so enlarged and accordingly the receipt of said Trustee for the property passing to it by this Will shall be a complete discharge and acquittance to my Personal Representative.

(c) In the event the trust hereinbefore identified shall be for any reason nonexistent and of no force or effect, or in the event it shall be determined by my Personal Representative in its sole discretion that the integration of the property and estate as hereinbefore provided shall be inadvisable or impossible of accomplishment, or if the devise and bequest hereof shall be held invalid, I direct that said residue of my property and estate shall be held, managed and disposed of under and in pursuance of the provisions of said Trust Agreement by the Trustee therein named, incorporating herein said instrument of trust by reference.

ARTICLE VI

(a) I nominate, constitute and appoint my son, **GLENN A. BILLINGSLEY**, of the City of Phillips Ranch, State of California and **DREW G. BILLINGSLEY**, of the City of Granada Hills, State of California, to serve together as my Co-Personal Representatives, to serve without bond. If either **GLENN A. BILLINGSLEY** or **DREW G. BILLINGSLEY** predecease me, or is otherwise unable to serve, then the last remaining shall serve as sole Personal Representative, without bond. If both **GLENN A. BILLINGSLEY** and **DREW G. BILLINGSLEY** predecease me, or are otherwise unable to serve, I appoint my grandson, **DREW G. BILLINGSLEY, JR.**, of the City of Houston, State of Texas, to serve as my Personal Representative, without bond. I give unto said Personal Representative full power to sell, mortgage, hypothecate, reinvest, exchange, borrow money with or without security, manage, control and in any way use and deal with any and all property of my estate during the administration thereof in such manner as my Personal Representative in its sole discretion may deem best, without any application to court for leave or confirmation unless the same be expressly required by law.

(b) In the general administration of my estate where it is permitted by law to claim expenses as either income or estate tax deductions, my Personal Representative may, but shall not be required to, make such adjustment between income and principal as it shall deem proper. My Personal Representative shall not be accountable or responsible to any person interested in my estate for the manner in which it shall exercise such election and its decision with respect to an adjustment between income and principal shall be binding and conclusive upon all persons interested in my estate.


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(c) No specific powers given in this instrument to my Personal Representative shall operate to limit or circumscribe the general powers, or any of them, given by this instrument - it being my intention to confer on my Personal Representative the broadest, fullest and most complete power and authority - and my Personal Representative may exercise all such power and authority in such manner, and to such extent, as it, in its sole and absolute discretion, shall deem advisable and desirable.

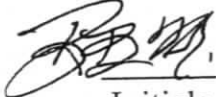
(d) My Personal Representative may qualify any part or all of any eligible terminable interest trust provided in my aforesaid Trust Agreement for the marital deduction on any federal estate tax return filed. However, my Personal Representative shall not qualify any such trust when it would not reduce my federal estate tax liability.

(e) If, at the time of my death, I am the owner of any business, whether as a sole proprietor or holder of a majority of the outstanding stock of a corporation, I hereby authorize my Personal Representative to continue such business so long as it shall deem it to the best interests of my beneficiaries and to exercise all powers with respect to such business which I could exercise if living. This shall include, but not by way of limitation, the power to sell or liquidate said business at such price and upon such terms as my Personal Representative shall consider proper; to name or change officers, directors or employees and the power to expand, limit, alter, incorporate, merge or reconstitute such business in any way it deems advisable. In the absence of actual notice to the contrary, the Personal Representative may accept as correct financial or other statements rendered by the managers of the business or corporation from time to time as to its condition and operations. Any corporation in which I have a substantial or controlling interest shall be regarded as an entity separate from my estate, and no accounting as to its business or operations shall be required to be made to the probate court. If such business is retained or continued by my Personal Representative, it shall receive such compensation in addition to that to which it would otherwise be entitled as Personal Representative as will reasonably compensate it for its additional services in the management and operation of such business and it shall in no way be liable for any loss resulting from such retention or continuance or from the operation of such business or the acts of its officers and directors, except where such loss is the result of my Personal Representative's misconduct or gross negligence.

(f) Notwithstanding anything to the contrary contained herein, action by the Personal Representative and/or the Co-Personal Representatives shall only be deemed valid pending the majority consent of the then acting Personal Representatives.

ARTICLE VII

If any devisee, legatee or beneficiary under this Will or any legal heir of mine or person claiming under any of them directly or indirectly, does any of the following, then in that event


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I specifically disinherit each such person, and all such legacies, bequests, devises and interest given under this Will or any trust created by me at any time to that person shall be forfeited as though he or she had predeceased me without issue, and shall augment proportionately the shares of my estate going under this Will to, or in trust for, such of my devisees, legatees and beneficiaries who have not participated in such acts or proceedings:

- (a) contests this Will or in any manner attacks or seeks to impair or invalidate any of its provisions;
 - (b) claims entitlement to any asset of my estate by way of any oral contract (whether or not such claim is successful);
 - (c) unsuccessfully challenges the appointment of any person named as a Personal Representative or a trustee;
 - (d) objects in any manner to any action taken or proposed to be taken in good faith by my Personal Representative, whether my Personal Representative is acting under court order, notice of proposed action or otherwise;
 - (e) objects to any construction or interpretation of my Will, or any provision of it, that is adopted or proposed in good faith by my Personal Representative;
 - (f) unsuccessfully seeks the removal of any person acting as a Personal Representative;
 - (g) files any unsuccessful creditor's claim in my estate;
 - (h) claims an interest in any property alleged by my Personal Representative to belong to my estate (whether or not such claim is successful);
 - (i) attacks or seeks to impair or invalidate any designation of beneficiaries for any insurance policy on my life; any designation of beneficiaries for any pension plan or IRA account; any trust which I created or may create during my lifetime or any provision thereof; any gift which I have made or will make during my lifetime; any transaction by which I have sold any asset to any child or children of mine (whether or not any such attack or attempt is successful);
 - (j) conspires with or voluntarily assists anyone attempting to do any of these things;
- or


Initials


Date

(k) refuses a request of my Personal Representative to assist in the defense against any of the foregoing acts or proceedings.

Expenses to resist any contest or other attack of any nature upon any provision of this Will shall be paid from my estate or the trust created hereunder as expenses of administration.

In the event that any provision of this paragraph is held to be invalid, void or illegal, the same shall be deemed severable from the remainder of the provisions in this paragraph and shall in no way affect, impair or invalidate any other provision in this paragraph. If such provision shall be deemed invalid due to its scope and breadth, such provision shall be deemed valid to the extent of the scope or breadth permitted by law.

ARTICLE VIII

The principal of my estate and the income resulting therefrom, while in the hands of my Personal Representative, shall not be subject to any conveyance, transfer, or assignment by any beneficiary thereof, or be pledged as security for any debt of any beneficiary thereof, and shall not be subject to any claim of any creditor of any such beneficiary through legal process or otherwise. Any attempted sale, anticipation, assignment or pledge of any of the principal or income held in any such trust by such beneficiaries, or any of them, shall be null and void and shall not be recognized by the Personal Representative. It is my intention to place the absolute title to the property held in my estate and the income therefrom in my Personal Representative with power and authority to pay out the same only as authorized hereby.

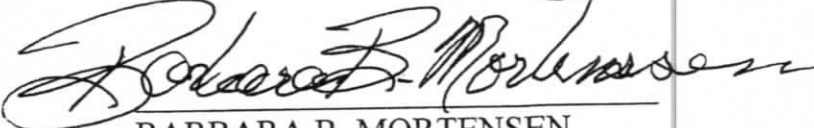
ARTICLE IX

My Personal Representative is directed to cause my body to be buried within a reasonable period of time following my death in accordance with the practices of a normal funeral.

ARTICLE X

The provisions of this, my Last Will and Testament, shall be interpreted pursuant to the laws of the State of California in which state I have my domicile.

IN WITNESS WHEREOF, I, **BARBARA B. MORTENSEN**, hereunto set my hand this 17th day of October, 2008.


BARBARA B. MORTENSEN

 
Initials Date

On the date last above written, **BARBARA B. MORTENSEN** declared to us, the undersigned, that the foregoing instrument, consisting of seven (7) pages, including the page signed by us as witnesses, was her Will and requested us to act as witnesses to it. She thereupon signed this Will in our presence, all of us being present at the same time. We now, at her request, in her presence, and in the presence of each other, subscribe our names as witnesses. **BARBARA B. MORTENSEN** is over eighteen (18) years of age and appears to be of sound mind. None of the undersigned has any knowledge of any facts indicating that the Will, or any part of it, was procured by duress, menace, fraud, or undue influence.

Each of us is over the age of eighteen (18) years and on his or her own behalf declares under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this declaration was signed on October 17, 2008, at Santa Monica, California.

Signature: Margaret F. McIntyre

Residence Address:

Print Name: MARGARET F. McINTYRE

Date: 10-17-2008



Signature: Allan McIntyre

Residence Address:

Print Name: ALLAN McINTYRE

Date: 10-17-08

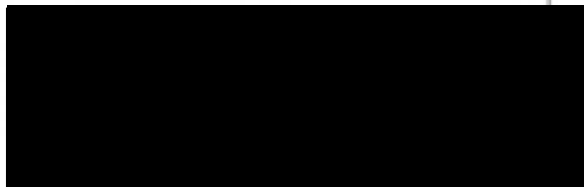


Signature: Chris Patrick

Residence Address:

Print Name: CHRIS PATRICK

Date: 10-17-08



Prepared by:

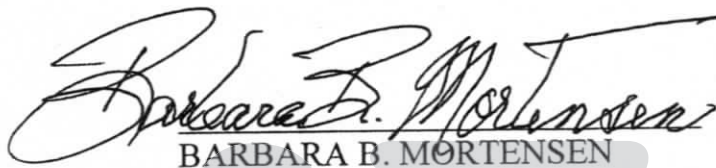
LARSEN & RISLEY
ATTORNEYS AT LAW
3200 Park Center Drive
Suite 720
Costa Mesa, CA 92626

[Signature] 10/17/08
Initials Date

**AUTHORIZATION TO RETAIN
ORIGINAL INSTRUMENT**

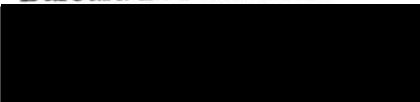
The undersigned on this date executed her Last Will and Testament and hereby authorizes **LARSEN & RISLEY** of Costa Mesa, California, to retain same during her lifetime or until directed otherwise by the undersigned in writing. The said **LARSEN & RISLEY** shall use reasonable precautions to avoid loss or destruction of said instrument, but it shall not be a guarantor against loss or destruction for which it has not been determined to be grossly negligent.

Dated: October 17, 2008


BARBARA B. MORTENSEN

TML


NOTICE AND ACKNOWLEDGMENT

To: Barbara B. Mortensen


I have accepted your Will and other estate planning documents for safekeeping. I must use ordinary care for preservation of the document.

You must keep me advised of any change in your address shown above. If you do not and I cannot return this document to you when necessary, I will no longer be required to use ordinary care for preservation of the document, and I may transfer it to another attorney, or I may transfer it to the clerk of the superior court of the county of your last known domicile, and give notice of the transfer to the State Bar of California.



GERALD L. LARSEN
Larsen & Risley


My address shown above is correct. I understand that I must keep you advised of any change in this address.

Dated: October 17, 2008



BARBARA B. MORTENSEN

ESTATE OF BARBARA B. MORTENSEN

ATTACHMENT 8 (continued)

Logan Billingsley
Grandchild Adult

Morgan Jackson
Grandchild Adult

Taylor C. Billingsley
Grandchild Adult

Mary Mortensen
Step-Grandchild Adult

Tom Mortensen
Step-Grandchild Adult

David Mortensen
Step-Grandchild Adult

Anne M. Allegrete
Step-Grandchild Adult

Peter Mortensen
Step-Grandchild Adult

Tobin Boesgaard
Step-Grandchild Adult



ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address):
 GERALD L. LARSEN (SBN: 158468)
 LARSEN & RISLEY
 3200 PARK CENTER DRIVE, SUITE 720
 COSTA MESA, CA 92626
 TELEPHONE NO.: 714-540-1770 FAX NO (Optional): 714-540-1020
 E-MAIL ADDRESS (Optional): sandra@larsenandriley.com
 ATTORNEY FOR (Name): GLENN A. BILLINGSLEY & DREW G. BILLINGSLEY

FOR COURT USE ONLY

FILED
 LOS ANGELES SUPERIOR COURT
 DEC 27 2010
 JOHN A. CLARKE, CLERK
 BY *[Signature]* DEPUTY
 ENTERED
 SUSTAIN

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES
 STREET ADDRESS: 1725 MAIN STREET
 MAILING ADDRESS:
 CITY AND ZIP CODE: SANTA MONICA, CA 90401
 BRANCH NAME: WEST DISTRICT

ESTATE OF (Name): BARBARA B. MORTENSEN
 DECEDENT

PETITION FOR Probate of Will and for Letters Testamentary
 Probate of Will and for Letters of Administration with Will Annexed
 Letters of Administration
 Letters of Special Administration with general powers
 Authorization to Administer Under the Independent Administration of Estates Act with limited authority

CASE NUMBER: **SP008396**
 HEARING DATE: **1-28-11**
 DEPT.: **N** TIME: **9:15am**

1. Publication will be in (specify name of newspaper): Bond Services of California
 a. Publication requested.
 b. Publication to be arranged.

2. Petitioner (name each): GLENN A. BILLINGSLEY & DREW G. BILLINGSLEY requests that
 a. decedent's will and codicils, if any, be admitted to probate.
 b. (name): GLENN A. BILLINGSLEY & DREW G. BILLINGSLEY be appointed
 (1) executor
 (2) administrator with will annexed
 (3) administrator
 (4) special administrator with general powers and Letters issue upon qualification.
 c. full limited authority be granted to administer under the Independent Administration of Estates Act.
 d. (1) bond not be required for the reasons stated in item 3d.
 (2) \$ bond be fixed. The bond will be furnished by an admitted surety insurer or as otherwise provided by law. (Specify reasons in Attachment 2 if the amount is different from the maximum required by Prob. Code, § 8482.)
 (3) \$ in deposits in a blocked account be allowed. Receipts will be filed. (Specify institution and location):

3. a. Decedent died on (date): OCTOBER 16, 2010 at (place): SANTA MONICA, CALIFORNIA
 (1) a resident of the county named above.
 (2) a nonresident of California and left an estate in the county named above located at (specify location permitting publication in the newspaper named in item 1):
 b. Street address, city, and county of decedent's residence at time of death (specify):
 [Redacted]

CLERK: 395.00
 CA: 395.00
 CHIEF: 395.00
 CLERK: 395.00
 RECEIVED: 0310
 PAYMENT: 4395.00
 DATE PAID: 12/27/10 03:01:53 PM
 RECEIPT #: SWS00649020
 CLERK: 395.00

ESTATE OF (Name): BARBARA B. MORTENSEN

CASE NUMBER.

DECEDENT

4. Decedent's will does not preclude administration of this estate under the Independent Administration of Estates Act.
5. a. Decedent is survived by (check items (1) or (2), and (3) or (4), and (5) or (6), and (7) or (8))
- (1) spouse.
- (2) no spouse as follows:
- (a) divorced or never married.
- (b) spouse deceased.
- (3) registered domestic partner.
- (4) no registered domestic partner.
(See Fam. Code, § 297.5(c); Prob. Code, §§ 37(b), 6401(c), and 6402.)
- (5) child as follows:
- (a) natural or adopted.
- (b) natural adopted by a third party.
- (6) no child.
- (7) issue of a predeceased child.
- (8) no issue of a predeceased child.
- b. Decedent was was not survived by a stepchild or foster child or children who would have been adopted by decedent but for a legal barrier. (See Prob. Code, § 6454.)
6. (Complete if decedent was survived by (1) a spouse or registered domestic partner but no issue (only a or b apply), or (2) no spouse, registered domestic partner, or issue. (Check the first box that applies):
- a. Decedent was survived by a parent or parents who are listed in item 8.
- b. Decedent was survived by issue of deceased parents, all of whom are listed in item 8.
- c. Decedent was survived by a grandparent or grandparents who are listed in item 8.
- d. Decedent was survived by issue of grandparents, all of whom are listed in item 8.
- e. Decedent was survived by issue of a predeceased spouse, all of whom are listed in item 8.
- f. Decedent was survived by next of kin, all of whom are listed in item 8.
- g. Decedent was survived by parents of a predeceased spouse or issue of those parents, if both are predeceased, all of whom are listed in item 8.
- h. Decedent was survived by no known next of kin.
7. (Complete only if no spouse or issue survived decedent.)
- a. Decedent had no predeceased spouse.
- b. Decedent had a predeceased spouse who
- (1) died not more than 15 years before decedent and who owned an interest in **real property** that passed to decedent,
- (2) died not more than five years before decedent and who owned **personal property** valued at \$10,000 or more that passed to decedent,
(If you checked (1) or (2), check only the first box that applies):
- (a) Decedent was survived by issue of a predeceased spouse, all of whom are listed in item 8.
- (b) Decedent was survived by a parent or parents of the predeceased spouse who are listed in item 8.
- (c) Decedent was survived by issue of a parent of the predeceased spouse, all of whom are listed in item 8.
- (d) Decedent was survived by next of kin of the decedent, all of whom are listed in item 8.
- (e) Decedent was survived by next of kin of the predeceased spouse, all of whom are listed in item 8.
- (3) neither (1) nor (2) apply.
8. Listed on the next page are the names, relationships to decedent, ages, and addresses, so far as known to or reasonably ascertainable by petitioner, of (1) all persons mentioned in decedent's will or any codicil, whether living or deceased; (2) all persons named or checked in items 2, 5, 6, and 7; and (3) all beneficiaries of a trust named in decedent's will or any codicil in which the trustee and personal representative are the same person.