

LAST WILL AND TESTAMENT  
OF  
CECIL T. VAUGHAN

I, CECIL K. VAUGHAN, sometimes known as Cecil T. Vaughan of Essex, Essex County, Massachusetts, being of sound mind and memory, but knowing the uncertainty of this life, do make this my LAST WILL AND TESTAMENT, hereby revoking all former Wills at any time heretofore made by me.

After the payment of my just debts and funeral charges, I give, bequeath and devise as follows:

ARTICLE I.

I give and bequeath to the following, the specified items of personal property:

- A. To my son, Warren T. Vaughan, III of Oakland, California, my Winthrop desk; and
- B. To my son, Christopher K. Vaughan of Redwood City, California, my marble top table.

ARTICLE II.

I give, bequeath and devise all of the rest, residue and remainder of my property, real, personal and mixed, whatsoever it may be and wheresoever it may be located as follows:

- A. To my son, Warren T. Vaughan, III, one-third share outright;
- B. To my son, Christopher K. Vaughan, one-third share outright; and
- C. To my Trustees hereinafter named, one-third share, BUT

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IN TRUST, NEVERTHELESS, for the following uses and purposes: to have the care, custody and possession of the same and to keep the same invested, and to pay or apply so much, or all, of the net income and so much or all of the principal as my Trustees in their sole and absolute discretion shall from time to time determine, to or for the care, support, and welfare of my son, Todd J. Vaughan of San Francisco, California.

The Trustees shall have the right at any time or from time to time to decline to make any discretionary payments, and in exercising their discretion, they may, but shall not be required to, take into consideration any other asset or income owned or available to the beneficiary, including any benefit available to the beneficiary under Medicare, Medicaid, and any other governmental program of any kind or nature whatsoever. Any such income not so paid or applied may be added to the principal of the Trust fund or held as accumulated income for later disposition as herein provided.

This Trust shall continue until the death of my son, Todd J. Vaughan, whereupon the entire balance of principal, income and increment shall be paid over to my sons, Warren T. Vaughan and Christopher K. Vaughan, in equal shares, or to their issue per stirpes if either of them is then deceased.

ARTICLE III.

I nominate and appoint WARREN T. VAUGHAN, III and CHRISTOPHER K. VAUGHAN to be Trustees of the Trust established in Article II of this Will, provided, however, that if either of them predecease me, then the other shall act as sole Trustee; and I request that my Trustees or any person appointed to administer the Trust created under this Will be exempt from furnishing a surety or sureties upon any official bond.

ARTICLE IV.

I nominate and appoint my sons, WARREN T. VAUGHAN, III and CHRISTOPHER K. VAUGHAN to be Co-Executors and Temporary Co-Executors of this my LAST WILL AND TESTAMENT, provided, however, that if either of them are unable to serve for any reason, then the other shall act as sole Executor or Temporary Executor. I request that my Executors, Temporary Executors, or any person appointed to administer my estate, shall be exempt from furnishing a surety or sureties upon any official bond.

ARTICLE V.

I authorize my Executors hereinbefore named to sell at private or public sale, without license of any court, any part or all of my estate, real or personal, and to execute and deliver any deeds and instruments in connection with such sale. Any claims and demands in favor of or against my estate may be settled by compromise or arbitration, or otherwise upon such terms as my Executors deem advisable. Any stocks, bonds, or other property

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owned by me at the time of my death may be retained by my Executors until final settlement of my estate without liability for failing to convert any such investments to cash.

I, the undersigned Testator, do hereby declare that I sign and execute this instrument as my LAST WILL AND TESTAMENT; that I sign it willingly in the presence of each of the said witnesses, and that I execute it as my free and voluntary act for the purposes herein expressed.

May 20, 1991

Cecil K. Vaughan  
Cecil K. Vaughan

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We, the undersigned witnesses, each do hereby declare in the presence of the aforesaid Testator that the Testator signed and executed this instrument as her LAST WILL AND TESTAMENT in the presence of each of us, that she signed it willingly, that each of us hereby signs this Will as witness in the presence of the said Testator, and that to the best of our knowledge, the Testator is eighteen years of age or older, of sound mind and under no constraint or undue influence.

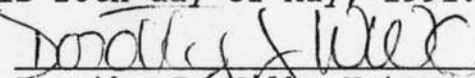
James W. Harris  
Witness

Frank L. Hattley  
Witness

COMMONWEALTH OF MASSACHUSETTS

Essex County

Subscribed, sworn to and acknowledged before me by the said  
Testator and the said witnesses this 20th day of May, 1991.

  
Dorothy J. Wilk, Notary Public  
My commission expires: 09/14/91



# To My Family, My Physician, My Lawyer And All Others Whom It May Concern

Death is as much a reality as birth, growth, and aging—it is the one certainty of life. In anticipation of decisions that may have to be made about my own dying and as an expression of my right to refuse treatment, I, CECIL T. VAUGHAN, being of sound mind, make this statement of my wishes and instructions concerning treatment. (print name)

By means of this document, which I intend to be legally binding, I direct my physician and other care providers, my family, and any surrogate designated by me or appointed by a court, to carry out my wishes. If I become unable, by reason of physical or mental incapacity, to make decisions about my medical care, let this document provide the guidance and authority needed to make any and all such decisions.

If I am permanently unconscious or there is no reasonable expectation of my recovery from a seriously incapacitating or lethal illness or condition, I do not wish to be kept alive by artificial means. I request that I be given all care necessary to keep me comfortable and free of pain, even if pain-relieving medications may hasten my death, and I direct that no life-sustaining treatment be provided except as I or my surrogate specifically authorize.

This request may appear to place a heavy responsibility upon you, but by making this decision according to my strong convictions, I intend to ease that burden. I am acting after careful consideration and with understanding of the consequences of your carrying out my wishes. List optional specific provisions in the space below. (See other side.)

## Durable Power of Attorney for Health Care Decisions (Cross out if you do not wish to use this section)

To effect my wishes, I designate WARRE T. VAUGHAN residing at 1832 WOODHAVEN WAY  
OAKLAND, CA 94611, (phone #) 415-339-8562, (or if he or she shall  
for any reason fail to act, CHRISTOPHER K. VAUGHAN residing at 1718 MADDOX  
REDWOOD CITY, CA 94063, (phone #) 415-368-4361) as my health care  
surrogate—that is, my attorney-in-fact regarding any and all health care decisions to be made for me, including the decision  
to refuse life-sustaining treatment—if I am unable to make such decisions myself. This power shall remain effective during  
and not be affected by my subsequent illness, disability or incapacity. My surrogate shall have authority to interpret my  
Living Will, and shall make decisions about my health care as specified in my instructions or, when my wishes are not clear,  
as the surrogate believes to be in my best interests. I release and agree to hold harmless my health care surrogate from any  
and all claims whatsoever arising from decisions made in good faith in the exercise of this power.

I sign this document knowingly, voluntarily, and after careful deliberation, this 5 day of MARCH,  
1991.

Cecil T. Vaughan  
(signature)  
Address 21 Main  
MAIN ST ESSEX MA  
01929

I do hereby certify that the within document was executed and  
acknowledged before me by the principal this 5th day of  
March, 1991.

Grace A. Hall  
Notary Public GRACE A. HALL  
NOTARY PUBLIC

MY COMMISSION EXPIRES SEPT. 26, 1997

This Living Will expresses my personal treatment preferences. The fact that I may have also executed a declaration in the form recommended by state law should not be construed to limit or contradict this Living Will, which is an expression of my common-law and constitutional rights.

(Optional) my Living Will is registered with Concern for Dying (Registry No. \_\_\_\_\_)

Witness Kathleen M. Ahearn  
Printed Name Kathleen M Ahearn  
Address 14 Harold Avenue  
Gloucester, MA 01930

Witness Sybil A. Johnson  
Printed Name Sybil A. Johnson  
Address 33 Myrtle St  
Gloucester, MA 01930

Copies of this document have been given to:

POWER OF ATTORNEY AND APPOINTMENT OF GUARDIAN

I, CECIL K. VAUGHAN of Essex, Essex County, Massachusetts, hereby appoint my sons, WARREN T. VAUGHAN, III and CHRISTOPHER K. VAUGHAN of California, my attorneys to conduct all of my affairs with full power and authority to act in my name and on my behalf as fully as I could do if personally present. Without limiting the generality of their powers, I specifically authorize them to do the following:

1. To manage and have the general control and supervision of all my property and interest in property, real and personal, tangible or intangible, including the power to buy, sell, lease or mortgage;
2. To maintain bank accounts for me in my name or in the name of my said attorney and to make deposits or withdrawals of money belonging to me in such accounts, and to disburse any money from such accounts on the signature of my attorneys;
3. To pay all my bills and to expend funds for any purpose which my said attorneys deem for my benefit;
4. To collect, demand, and receive any income, interest, dividends, rents, profits, or other property due or payable to me;
5. To borrow money on my behalf, to execute contracts on my behalf, and to execute on my behalf any other deeds or instruments in my name or in the name of my said attorneys, which, in the discretion of my said attorneys, appears to be necessary or advisable in the management of my affairs;
6. To sell and dispose of any shares of stock or other securities in any business or other corporation, or any bonds or securities of the United States or any state or municipal corporation or private company and to

receive the consideration from the sale thereof; and to execute such transfers or assignments as shall be necessary to assign my said shares, bonds, or securities to the purchaser or purchasers thereof;

7. To have access to all safe deposit boxes in my name and the right to remove their contents;
8. To prepare or have prepared and to sign tax returns of any sort on my behalf;
9. To prosecute or defend or submit to arbitration any claims by or against me or my property, and to receive and give full or partial releases of any kind;
10. To consent to surgery or any other medical procedures or assistance to me;
11. To transfer funds or property of mine to any trust established by me, whether before or after the date of this instrument;
12. To substitute another to act under this Power of Attorney and to revoke the substitution at any time;
13. To do any of the foregoing in this Commonwealth or elsewhere in the United States of America.

No person dealing with my said attorneys shall be required to see to the application of any funds or property paid or transferred to my said attorneys. Any person may rely on this Power of Attorney, or a copy of it certified by a notary public, until notified in writing of its revocation.

I INTEND THAT THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY SUBSEQUENT DISABILITY OR INCAPACITY.

I nominate and appoint my said sons, WARREN T. VAUGHAN, III and CHRISTOPHER K. VAUGHAN, as my conservator, guardian of my person and guardian of my property should the need arise in the future for the appointment of any such fiduciary for the protection of my person or estate, and I request that they, or any




### HEALTH CARE PROXY

I, CECIL K. VAUGHAN, residing at 21 Main Street, Essex, Massachusetts, do hereby appoint my sons, WARREN T. VAUGHAN, III of Oakland, California and CHRISTOPHER K. VAUGHAN of Redwood City, California as my HEALTH CARE AGENTS with the authority to make all health care decisions on my behalf. This authority becomes effective if my attending physician determines in writing that I lack the capacity to make or to communicate health care decisions myself. My health care agents are then to have the same authority to make health care decisions as I would if I had the capacity to make them.

I direct my health care agents to make decisions based on my agents' assessment of my personal wishes. If my personal wishes are unknown, my agents are to make decisions based on my agents' assessments of my best interests.

Photocopies of this Health Care Proxy shall have the same force and effect as the original.

  
Cecil K. Vaughan

### WITNESS STATEMENT

We, the undersigned witnesses each declare that we know the identity of the person who signed this Health Care Proxy, that the person appears to be at least eighteen years of

age, of sound mind and under no constraint or undue influence. Neither of us is named the health care agent in this document. Both of us witnessed the signature by the person who signed this Health Care Proxy, or witnessed it signed at the person's direction in our presence this 20th day of May, 1991.

Ann M. Harris  
Witness

Francis L. Flatley  
Witness

ANN.M. HARRIS  
Name

FRANCIS L. FLATLEY  
Name

54 Union St.  
Street

23 Lincoln St  
Street

Manchester, Ma. 01944  
City, State, Zip Code

Manchester, Mass 01944  
City, State, Zip Code

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Commonwealth of Massachusetts  
The Trial Court  
Probate and Family Court Department

Essex Division

Docket No. 92P1435-E2

Account

First and Final Account of  
Francis L. Flatley and  
as Administrator with the Will Annexed  
(Specify type of fiduciary and name of estate)

This account is for the period of December 31, 1992 to October 3, 1995  
inclusive.

Principal amounts received per Schedule A \$ 70,166.60

Principal payments and charges per Schedule B \$ 70,166.60

Principal balance invested per Schedule C \$ NONE

Market value as of (date) per Schedule C \$

Income received per Schedule D \$

Payments from income per Schedule E \$

Income balance per Schedule F \$

The United States Veterans' Administration is - is not - a party in interest to this account. The ward is - is not - a patient in a State Hospital.

I - We certify under the penalties of perjury that the within account is just and true.

Date October 3, 1995

Francis L. Flatley

Signature of Fiduciary

The undersigned, being interested, having examined the foregoing account, request that the same may be allowed without further notice.

FIRST AND FINAL ACCOUNT  
FRANCIS L. FLATLEY, ADMINISTRATOR WITH THE WILL ANNEXED  
ESTATE OF CECIL K. VAUGHAN  
ESSEX COUNTY PROBATE COURT, DOCKET NO. 92P1435-E2

SCHEDULE A

<u>ITEM</u>	<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
1.		Balance according to Inventory	2,116.03
2.	01/11/93	Dividend; Franklin Income Fund	1,086.42
3.	01/11/93	Refund; Medex drug account	12.74
4.	01/11/93	Refund; Medex drug account	220.49
5.	01/11/93	Dividend; Putnam Management Income Trust	207.92
6.	01/11/93	Dividend; Franklin Income Fund	1086.42
7.	02/05/93	Dividend; Putnam Management Income Trust	207.92
8.	02/24/93	Dividend; Franklin Income Fund	983.21
9.	04/09/93	Dividend; Putnam Management Income Trust	121.29
10.	05/27/93	Dividend; Franklin Income Fund	327.74
11.	05/27/93	Dividend; Franklin Income Fund	327.74
12.	05/27/93	Dividend; Prudential (net after premium)	263.52
13.	06/09/93	Dividend; Putnam Management Income Trust	121.29
14.	07/06/93	Refund; 1992 federal income tax	103.44
15.	07/21/93	Dividend; Franklin Income Fund	327.74
16.	09/21/93	Dividend; Franklin Income Fund	327.74
17.	10/06/93	Proceeds; close out of Franklin Income Fund	54,389.19
18.	10/06/93	Proceeds; close out of Putnam Investment Fund	7,935.76
TOTAL SCHEDULE A			\$70,166.60

FIRST AND FINAL ACCOUNT  
FRANCIS L. FLATLEY, ADMINISTRATOR WITH THE WILL ANNEXED  
ESTATE OF CECIL K. VAUGHAN  
ESSEX COUNTY PROBATE COURT, DOCKET NO. 92P1435-E2

SCHEDULE B

<u>ITEM</u>	<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
1.	01/28/93	Register of Probate; certificate of appointment	10.00
2.	02/04/93	Essex County Newspapers; legal publication	111.65
3.	02/04/93	James C. Greeley Funeral Service; balance	23.35
4.	04/09/93	Fiduciary Tax Associates; 1992 income tax preparation	60.00
5.	07/27/93	Register of Probate; certificates of appointment	20.00
6.	09/13/93	Paul B. Cullinane, Esq.; services re claim of Serenity Realty Trust	168.00
7.	09/14/93	Internal Revenue Service; 1993 fiduciary income tax due	378.00
8.	09/14/93	Fiduciary Tax Associates; 1993 income tax preparation	75.00
9.	10/07/93	Robert E. Howard, D.M.D.	110.00
10.	10/07/93	BayBank Mastercard; balance due	12.48
11.	10/07/93	Essex County Gas Co.; balance due	23.90
12.	10/07/93	Massachusetts Electric Co.; balance due	58.09
13.	10/07/93	David S. Hutchinson	62.04
14.	10/07/93	New England Telephone	115.07
15.	10/07/93	Kelleher Fuel Co.	79.63
16.	10/07/93	Willowdale Medical Center	38.34
17.	11/09/93	Register of Probate; petition for trusteeship f/b/o Todd Vaughan	90.00
18.	12/22/93	Register of Probate; Certificates of appointment	30.00
19.	05/17/94	Partial distribution to Warren T. Vaughan, III	17,500.00
20.	05/17/94	Partial distribution to Christopher K. Vaughan	17,500.00
21.	05/17/94	Partial distribution to Warren T. Vaughan, Jr., Trustee u/w/o Cecil K. Vaughan f/b/o Todd J. Vaughan	17,500.00
22.	05/17/94	Francis L. Flatley; services as Attorney and administrator	4,000.00
23.	10/03/95	Reserve for expenses of allowance of First and Final Account of Temporary Executors and First and Final Account of Administrator	500.00
24.	10/03/95	Final distribution to Warren T. Vaughan, III	3,900.35
25.	10/03/95	Final distribution to Christopher K. Vaughan	3,900.35
26.	10/03/95	Final distribution to Warren T. Vaughan, Jr., Trustee u/w/o Cecil K. Vaughan f/b/o Todd J. Vaughan	3,900.35
TOTAL SCHEDULE B			\$70,166.60