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AGREEMENT AND
DECLARATION OF TRUST.

of
THE AMERICAN AMUSEMENT COMPANY.

General Offices.

This agreement and Declaration of Trust made this 26th day of February, A.D. 1923, by and between R. H. Webb, and - - -

(In these blanks should be inserted the names of all of the individuals who put in the original cash and property with which the business is to be started.) herein designated as the holders of Beneficial interests, for themselves, and their assigns, and R. H. Webb, L. I. Stephens, T. L. Brown and M. W. Bradshaw and R. W. Burton. (In these blanks should be inserted the names of those who are to constitute the first Board of Trustees. They should first be chosen by the holders of beneficial interests in accordance with their holdings. It is suggested that there be an odd number, three or more.) for themselves and their successors, herein designated as trustees, witnesseth, that:

Whereas, the holders of beneficial interests desire to form an unincorporated association to be known as the American Amusement Association for the purpose of conducting hereinafter more specifically set forth, and

Whereas, the holders of beneficial interests are possessed of certain cash, securities and other property which they desire to be used in the conduct of such business, and,

Whereas, the holders of Beneficial interests desire to transfer, and convey such cash, securities and other property to the Trustees as a Trust Estate to be used by said Trustees, and their successors, in the conduct of said business, and,

Whereas, the Trustees desire to accept such property and hold and manage and dispose of the same in accordance with the agreements and covenants herein contained, and for the uses and purposes herein set forth,

Now, therefore, in consideration of the premises and the mutual covenants hereinafter contained, it is mutually agreed as follows:

1. The Holders of Beneficial interests hereby convey, transfer, assign and deliver to the Trustees certain cash, securities and other property as set forth in "Schedule A", identified by the signatures of the parties hereto, and hereto attached and made a part hereof, receipt of which is hereby acknowledged by the Trustees.

2. It is agreed that the cash, securities, and other property hereby conveyed, to the Trustees, and all other cash, securities and other property hereafter acquired by them as such Trustees, together with the proceeds, incomes, profits, increases and surplus thereof shall be and become and constitute a Trust Estate, to be held, controlled, managed and disposed of by the Trustees under the designation of The American Amusement Association, for the benefit of the holders from time to time, of beneficial interests in said Trust Estate, in accordance with the agreements and covenants herein contained and for the uses and purposes therein set forth.

3. The Trust Estate as set forth in "Schedule A" shall be divided into 40000 beneficial interest, each of no par value or each of the expressed par value of twenty five dollars (\$25.00) and the Trustees shall issue negotiable certificates to each of the holders of beneficial interests in accordance with the cash or value of property as appraised therein to evidence the number of such interests held by them. Any cash or property hereafter conveyed to, the Trustees to become a part of said Trust