AGREEMENT RE: WOMAN'S CLUBHOUSE & PROPERTY

This agreement entered into by and between the WOMAN'S CLUB OF TEMPLE CITY, INC. and the HISTORICAL SOCIETY OF TEMPLE CITY, INC.

It is the intention of the WOMAN'S CLUB OF TEMPLE CITY, INC. to deed the real property on which their clubhouse stands to the HISTORICAL SOCIETY OF TEMPLE CITY, INC. In exchange the HISTORICAL SOCIETY OF TEMPLE CITY, INC. agrees that the WOMAN'S CLUB can continue to meet in the building at no cost to the WOMAN'S CLUB for their weekly meetings and any other meetings as agreed upon between the WOMAN'S CLUB OF TEMPLE CITY, INC. and the HISTORICAL SOCIETY OF TEMPLE CITY, INC.

If at any time the HISTORICAL SOCIETY OF TEMPLE CITY, INC. is unable to meet its financial obligations to maintain the property, and the WOMAN'S CLUB OF TEMPLE CITY, INC. is still in existence, the HISTORICAL SOCIETY will and agrees to deed the building and the land back to the WOMAN'S CLUB. If the WOMAN'S CLUB is not in existence, then the parties agree that the building will be sold and the proceeds from the sale will be placed in a trust fund to be used for scholarships. Said Trust fund would be managed by a member or former member of THE WOMAN'S CLUB OF TEMPLE CITY, INC. or a representative of the Woman's Club; a representative or President from the Temple City High School PTA and Attorney, John L. Shaw. If Attorney, John L. Shaw is no longer residing nor has his offices within the city of Temple City, an attorney who resides and/or has his/her offices in the city of Temple City would be solicited by the Woman's Club representative and Temple City High School PTA representative to replace him.

Trustees of the Trust will serve without pay to administer the scholarships for Temple City High School students for college or trade school. The number of scholarships and the amount of the scholarships, if any, will be agreed upon by the Trustees. If any of the Trustees can no longer serve and a representative from that organization cannot be found, then the other two Trustees will appoint a trustee to determine the scholarships. The Trustees, in their sole discretion will determine how much each year to award in scholarships and will be responsible for maintaining the Trust funds in either interest bearing accounts or accounts that increase in value. It is intended that only interest or dividends will be used to provide the scholarships.

It is also agreed by and between the parties that a representative of the WOMAN'S CLUB OF TEMPLE CITY, INC., as long as the club is in existence, will serve on the Board of Directors of the HISTORICAL SOCIETY OF TEMPLE CITY, INC. with full voting rights and privileges.

It is further agreed that the HISTORICAL SOCIETY OF TEMPLE CITY, INC. will continue to preserve the building as is at the time of transfer with its original fixtures as much as possible.

Dated: Miy 26, 2006 AND Alora Brown Title: RES, DENT Seure Lary
Officer of the Woman's Club of Temple City, Inc.

Dated: MAY 26, 2006 Michaely Hadis Title: VICE PRESIDENT Officer of the Historical Society of Temple City, Inc.

Witness: <u>Many L. Gladie</u> Witness: <u>Cary J. A. Frackley</u> Witness: <u>W. E. + H. S. Member</u>