

STATE OF MINNESOTA
COUNTY OF RAMSEY

DISTRICT COURT
SECOND JUDICIAL DISTRICT
FILE NO: C5-58-302795

In the Matter of the Trust Created by
Article VII of the Last Will and Testament of
CHARLES K. BLANDIN,

ORDER APPOINTING
SPECIAL MASTER

Deceased.

Pursuant to Rule 53.01 *et seq.* of the Minnesota Rules of Civil Procedure:

IT IS HEREBY ORDERED that:

1. Peter Ulmen is appointed as Special Master herein to monitor compliance by the above-captioned Trust (Trust) and the Charles K. Blandin Foundation (Foundation) with Paragraph III of the Stipulation and Order entered in this matter by this Court on December 17, 2003. A copy of this Stipulation and Order is attached and incorporated herein by reference.
2. The Special Master is charged with inquiring into the Foundation's grant distributions and allocation of those distributions to the Grand Rapids Area, as said area is defined in the Stipulation and Order attached hereto, taking into consideration the requirement that the Grand Rapids Area receive an average of at least fifty-five (55%) percent of all grants made over a six year rolling period, said six year period to begin January 1, 2003.
3. The Foundation shall annually provide to the Special Master reports that identify the following:

- (a) The grant amounts paid in the prior year on a cash basis of accounting to the Grand Rapids area;
- (b) The grant amounts paid in the prior year on a cash basis of accounting outside of the Grand Rapids area;
- (c) The program expenses paid in the prior year on an accrual basis of accounting;
- (d) The administrative expenses paid in the prior year on an accrual basis of accounting; and
- (e) The total expenditures on a cash basis of accounting for the prior year.

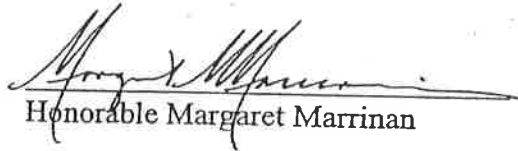
The Foundation's report shall be in such form and contain such other information as the Special Master shall determine from time to time. In addition, as provided in Minn. R. Civ. P. 53.03 and 53.04, the Special Master shall have full power to access the books and records of the Trust and the Foundation and access to employees and officers thereof for purposes of carrying out the duties to monitor compliance and to report to the Court.

4. Pursuant to Minn. Civ. R. 53.05, the Special Master shall prepare and provide an annual report to the Minnesota Attorney General, the Trustees of the Trust Created by Article VII of the Will of Charles K. Blandin (Residuary Trust), and this Court. The report shall include findings about the Trust and the Foundation's compliance with Paragraph III of the Stipulation and Order. The report shall identify any significant changes to the Foundation's grantmaking and charitable distribution practices. In connection with the conduct of this review and any resulting inquiry, the Special Master shall discuss any questions or concerns with the Foundation representatives and/or the Minnesota Attorney General or his/her representative prior to filing of

his report. The copy of the report that is provided to the Minnesota Attorney General's Office shall be included in the public files.

5. The Special Master shall be paid reasonable fees plus expenses as provided for and approved by this Court, which fees shall be paid from the Trust.

Dated: 1-19, 2004


Honorable Margaret Marrinan