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THE 250 SOUTH MARTIN STREET TRUST
AN IRREVOCABLE QUALIFIED PERSONAL RESIDENCE TRUST

ARTICLE 1

BASIC FACTS AND PROVISIONS

1.1 NAME OF TRUST

THE 250 SOUTH MARTIN STREET TRUST
("Trust" "This Trust" "The Trust").

1.2 DATE ESTABLISHED

The Trust is established July 23, 1997, by
this, THE 250 SOUTH MARTIN STREET TRUST AGREEMENT ("Agreement" "This
Agreement" "The Agreement").

1.3 SITUS OF TRUST

Douglas County, State of Nevada

1.4 PARTIES

1.4.1 TRUSTORS CREATING TRUST

JOSEPH P. GEBHARDT, Trustee,
THE GEBHARDT FAMILY TRUST
ELIZABETH MELANIE GEBHARDT, Trustee,
THE GEBHARDT FAMILY TRUST

In addition to Trustors, others may contribute
property to The Trust. Such a contributor would be called Grantor or
Donor. Trustor is sometimes called Settlor.

1.4.2 TRUSTEES WHO WILL HOLD TITLE

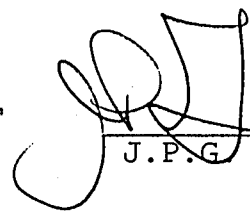

JOSEPH P. GEBHARDT, Trustee,
THE GEBHARDT FAMILY TRUST
ELIZABETH MELANIE GEBHARDT, Trustee,
THE GEBHARDT FAMILY TRUST

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1.4.3 SUCCESSOR TRUSTEE

First Successor Trustee: JAMES KURT KERSTEN
Successor Trustee, THE
GEBHARDT FAMILY TRUST

Second Successor Trustee: Second Successor
Trustee, THE GEBHARDT
FAMILY TRUST

Although there may be a single trustee, co-trustees, a successor trustee or successor trustees, or institutional trustees, all are referred to in This Agreement as "Trustee".

1.4.4 NAMING A SUCCESSOR TRUSTEE

In the event that none of these persons desires to continue as Trustee, the final resigning Trustee shall have the authority to name a Successor Trustee. Notwithstanding the foregoing, such designations of a Successor Trustee may only be made among those individuals or institutions which are uncontrolled parties by Trustors and or Beneficiaries.

1.4.5 BENEFICIARIES

The Initial Beneficiary: THE GEBHARDT FAMILY
TRUST, Joseph P. Gebhardt,
Trustee; Elizabeth Melanie
Gebhardt, Trustee.

The initial Beneficiary of This Trust shall be THE GEBHARDT FAMILY TRUST ("The Initial Beneficiary" "The Term-Holder"). The Initial Beneficiary shall have a beneficial interest in The Trust for a period of TEN (10) years. For this period, The Initial Beneficiary shall retain the right to use the residential property held in The Trust as the personal residence of The Initial Beneficiary, subject to the terms and conditions of This Trust Agreement.

1.4.6 REMAINDER BENEFICIARY

The Remainder Beneficiary: THE GEBHARDT CHILDRENS' TRUST

1.4.6.1 Upon the termination of the ten (10) years term of years, Trustee shall distribute the remaining Trust Estate to The Remainder Beneficiary.

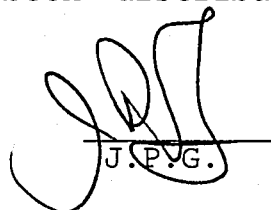
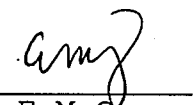
1.4.6.2 In the event that The Remainder Beneficiary shall terminate, then the share that would have been distributed to The

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E.M.G.

Remainder Beneficiary shall be distributed to the issue of JOSEPH P. GEBHARDT and ELIZABETH MELANIE GEBHARDT on the basis of representation.


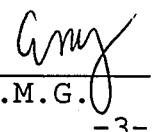
1.4.6.3 In the event that any share shall be distributed to a Beneficiary who has not yet attained the age of twenty-one (21) years, then the distributable share of That Beneficiary shall at once vest in him or her, but Trustees, in Trustees' sole discretion, may continue to hold such distributable share using so much of the income and or principal as may be necessary in the opinion of Trustees for the support of The Beneficiary and paying to The Beneficiary the remaining Trust Estate upon his or her attaining the age of twenty-one (21) years. If The Beneficiary dies prior to age twenty-one (21) years, all of the remaining assets of the Beneficiary's interest in The Trust Estate otherwise payable to him or her shall immediately vest and shall be distributed to his or her heirs at law.

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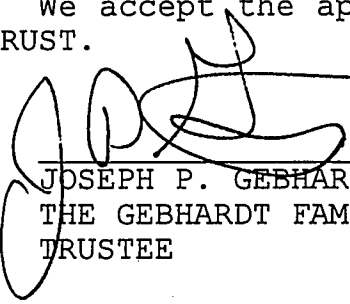
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THE 250 SOUTH MARTIN STREET TRUST

EXECUTION PAGE

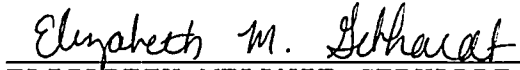
Executed at Reno, Nevada.

We accept the appointment as Trustees of THE 250 SOUTH MARTIN STREET TRUST.



JOSEPH P. GEBHARDT, TRUSTEE,
THE GEBHARDT FAMILY TRUST,
TRUSTEE

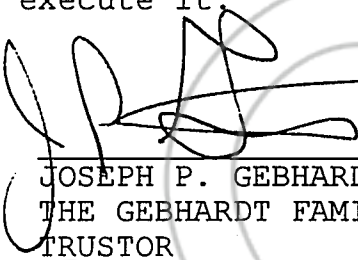
DATE: 7/23/97



ELIZABETH MELANIE GEBHARDT,
TRUSTEE, THE GEBHARDT FAMILY
TRUST, TRUSTEE


DATE: 7-23-97

We certify that we have read the foregoing Declaration of Trust and that it correctly states the terms and conditions under which the Trust Estate is to be held, managed, and disposed of by Trustees. We approve the Declaration of Trust in all particulars and request that Trustees execute it.



JOSEPH P. GEBHARDT, TRUSTEE,
THE GEBHARDT FAMILY TRUST,
TRUSTOR

DATE: 7/23/97




ELIZABETH MELANIE GEBHARDT,
TRUSTEE, THE GEBHARDT FAMILY
TRUST, TRUSTOR

DATE: 7-23-97

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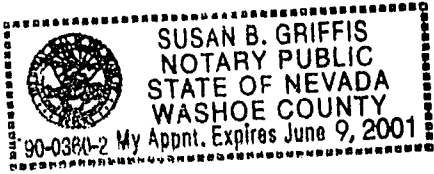
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J.P.G. E.M.G.

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

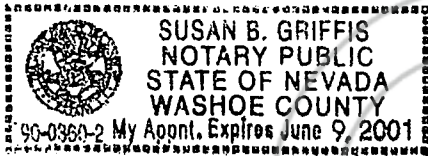
On July 23, 1997, before me, a Notary Public, personally appeared JOSEPH P. GEBHARDT, known to me (or proved) to be the person whose name is subscribed to the within document, and who acknowledged that he executed the above instrument.



Susan B Griffis
NOTARY PUBLIC

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On July 23, 1997, before me, a Notary Public, personally appeared ELIZABETH MELANIE GEBHARDT, known to me (or proved) to be the person whose name is subscribed to the within document, and who acknowledged that she executed the above instrument.



Susan B Griffis
NOTARY PUBLIC

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IRREVOCABLE QUALIFIED PERSONAL RESIDENCE TRUST

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J.P.G. E.M.G.
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ADDRESS OF GRANTORS:
JOSEPH P. GEBHARDT, TRUSTEE
ELIZABETH MELANIE GEBHARDT,
TRUSTEE
THE GEBHARDT FAMILY TRUST
P.O. Box 7124
250 South Martin Street
Stateline, Nevada 8989449

RECORDING REQUESTED BY:
Law Office
Patrick James Martin
Chartered
115 Ridge Street
Reno, NV 89501-1937

ADDRESS OF TRUSTEES:
JOSEPH P. GEBHARDT, TRUSTEE
ELIZABETH MELANIE GEBHARDT,
TRUSTEE
THE 250 SOUTH MARTIN STREET
TRUST
250 South Martin Street
P.O. Box 7124
Stateline, NV 89449

UPON RECORDING RETURN TO:

Law Office
Patrick James Martin
Chartered
115 Ridge Street
Reno, NV 89501-1937

MAIL TAX STATEMENTS TO:
JOSEPH P. GEBHARDT, TRUSTEE
ELIZABETH MELANIE GEBHARDT,
TRUSTEE
THE 250 SOUTH MARTIN STREET
TRUST
250 South Martin Street
P.O. Box 7124
Stateline, NV 89449

R E C O R D E R ' S S T A M P

CERTIFICATION:

REQUESTED BY
Patrick J. Martin
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

THE 250 SOUTH MARTIN STREET TRUST
QUIT CLAIM DEED
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LINDA SLATER
RECORDER
\$12⁰⁰ PAID *LL* DEPUTY