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Driscoll & Associates

When Recorded Return To:

Thomas J. Driscoll, Jr.  
Driscoll & Associates  
801 South Ham Lane, Suite H  
Lodi, CA 95242

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RECORDER

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**MEMORANDUM OF EXECUTION OF TRUST AGREEMENT**

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## MEMORANDUM OF EXECUTION OF TRUST AGREEMENT

We, Gary M. Shealor and El Joan R. Shealor, declare:

1. We are married to each other. On June 26, 2003, we established the "Shealor Family Trust Dated June 23, 2003," by executing, as trustors, a revocable trust agreement, which is not of record in any court. We are the current trustees of the trust and its present beneficiaries.

2. Trust property of record is held in the name of "Gary M. Shealor and El Joan R. Shealor as Trustees of the Shealor Family Trust Dated June 26, 2003."

3. There are no limitations or restrictions on the powers of the trustees to deal with the property of the trust, whether real or personal. The powers expressly granted to the trustees include, but are not limited to, the following:

(a) To manage, control, sell, convey, exchange, partition, divide, subdivide, improve, invest, reinvest, and repair property; to grant options and to sell upon deferred payments; to lease for terms within, or extending beyond the duration of this trust for any purpose, including exploration for, and removal of, gas, oil, and/or other minerals; to enter into community oil leases.

(b) To borrow, place, replace, renew, or extend encumbrances upon any property; to institute, compromise, and defend actions and proceedings.

(c) To buy, sell, invest, reinvest, and trade in securities of any nature on margin or otherwise, including options, commodities, and short sales, and for such purpose, to maintain and operate brokerage accounts with brokers; to vote and give proxies to vote trust securities, pay assessments, or other charges levied; exercise or not exercise, as the trustees may deem advisable, subscriptions, conversion rights, or other rights or options that pass to holders of such stocks or securities; and to enter into shareholder agreements.

(d) To participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, and liquidations; and in that connection, to deposit securities with, and transfer title and delegate discretions to, any protective or other committee as the trustees may deem advisable.

(e) To determine what is principal or income of the trust estate and apportion and allocate in its discretion receipts and expenses as between these accounts. Except insofar as the trustees shall exercise this discretion, matters relating to the rights of beneficiaries among themselves as to principal and income shall be governed by the provisions of the Principal and Income Act from time to time existing.

(f) To withhold from distribution, in the trustees' discretion, at the time for distribution of any property in the trust, without the payment of interest, all or any part of the property, as long as the trustees shall determine, in the trustees' discretion, that such property may be subject to conflicting claims, to tax deficiencies, or to liabilities, contingent or otherwise, properly incurred in the administration of the trust.

(g) To partition, allot, and distribute the trust estate on any division or partial or final distribution of the trust estate, in undivided interests or in kind, or partly in money and partly in kind, and to sell any property the trustees consider necessary for division or distribution. In making any division or partial or final distribution of the trust estate, the trustees are not obligated to make a pro-rata division or to distribute the same assets to beneficiaries similarly situated.

(h) To retain, in their absolute discretion, any property received by them, whether or not of the character permitted by law for the investment of funds, and to continue to operate any business. The surviving trustor, by written instruction to the trustees, shall have the right to direct the trustees to convert any non-income producing property to income-producing property. The trustees shall comply within a reasonable time.

(i) To abandon any property or interest in property belonging to the trust, when, in the trustees' discretion, such abandonment is in the best interest of the trust and its beneficiaries.

(j) To make or decline to make any tax election affecting the trust or its beneficiaries.

(k) To employ custodians, attorneys, accountants, investment advisors, or any other agents or advisors to assist in the administration of the trust.

(l) The enumeration of certain powers of the trustees shall not limit the trustees' general powers. The trustees, subject always to the discharge of the their fiduciary obligations, are given all the rights, powers, and privileges which an absolute owner of the same property would have, as well as the powers enumerated in California Probate Code Sections 16200 through 16249, inclusive, which sections are incorporated by reference in this agreement.

4. When multiple trustees are serving, a single trustee may deposit and withdraw funds from bank accounts, authorize transactions regarding the trust's securities and endorse stock certificates when all other then-serving trustees have given written authorization to do so. Such authorization may be given in the signature cards or other documents establishing a bank or securities account.


5. In the event one of us is unable to continue to serve as trustee, the other of us shall serve alone. If both of us are unable to continue to serve as trustees, we have appointed our son, Kenneth Gary Shealor, as successor. If he is unable or unwilling to serve as trustee, we have appointed our daughter, Virginia Louise Thomas, as successor. Inability of a person to act as trustee shall mean actual physical or mental incapacity as determined by that person or that person's personal physician, and no judicial determination of incapacity shall be required. A determination of incapacity shall be in writing, delivered to the co-trustee or successor trustee. No bond shall be required of any person serving as trustee.

6. The trust may be revoked by either of us at any time and may be amended by both of us during our joint lives and by the survivor after one of us dies. The trust has not been revoked or amended as of this date.

7. This is a certification of trust under California Probate Code section 18100.5.

We declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and executed on June 26, 2003, at Lodi, California.

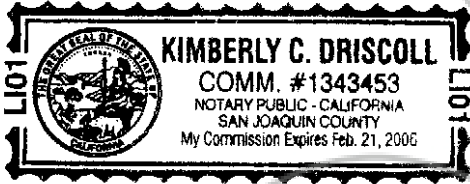
  
Gary M. Shealor

  
El Jean R. Shealor

STATE OF CALIFORNIA            )  
  ) ss.  
COUNTY OF SAN JOAQUIN        )

On June 26, 2003, before me, Kimberly C. Driscoll, Notary Public, personally appeared Gary M. Shealor and El Joan R. Shealor  personally known to me, or  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature on the instrument, the person(s) or entity upon behalf of which the person(s) acted, executed the instrument. I declare under penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud, or undue influence.

WITNESS my hand and official seal.



*Kimberly C. Driscoll*  
Notary Public