P & M TRUST

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Prepared by
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P & M TRUST

I, MERRILL EDWARD WILLIAMS, as Grantor, hereby create the Merrill Edward Williams Trust ("the Trust") on December 6, 2001. KIMBERLY PAIGE WILLIAMS and I are the trustees of this Trust and, in that capacity, we and our successors are collectively referred to in this Trust as the "Trustees."

ARTICLE 1
FAMILY

I am not married. I am a citizen of the United States. I have been previously married and have one child from that marriage, KIMBERLY PAIGE WILLIAMS, born May 20, 1974. References to "my descendants" mean my daughter named above and her descendants.

ARTICLE 2
TRANSFERS TO TRUST

I hereby convey to the Trustees Ten Dollars ($10), which together with any assets later added to this Trust are referred to as the "Trust Estate." Any person may transfer assets to the Trust Estate, if the Trustees agree to accept them. Unless otherwise specified in writing at the time of the transfer, those assets will be held as provided in this Trust. The Trustees acknowledge receipt of the current Trust assets and agree to hold the Trust Estate as set forth in this Trust.

ARTICLE 3
RESERVED RIGHTS

I reserve the following personal rights with respect to the Trust during my lifetime:

- To amend or revoke this Trust;
- To remove a Trustee and to designate a new Trustee;
- To withdraw assets, whether income or principal, from the Trust Estate;
- To require changes in the investments of the Trust Estate, but investments made by me are not subject to review by the Trustees unless my personal rights are suspended under Section 3.2;
- To direct the Trustees to perform any act of administration; and
- To direct the Trustees to make distributions to any person named by me.

Synopsis of P & M Trust

This abbreviated summary is for convenience only and should not be relied upon in interpreting the Trust. The Trust contains other significant provisions not described in this summary.

The opening paragraph names Kimberly Paige Williams and you as the initial Trustees.

Article 1 (*Family*) identifies family members and references.

Article 2 (*Transfers to Trust*) provides for the initial funding of the Trust with Ten Dollars ($10). You have reserved the right to transfer additional assets to the Trust, if those assets are acceptable to the Trustees.

Article 3 (*Reserved Rights*) reserves for you the right to amend or revoke this Trust at any time and to control the administration of the Trust. If a guardian is appointed for you, the guardian can amend the Trust to preserve tax benefits, but only if consistent with existing provisions. All of these powers can be suspended if you are incapacitated, as determined either by a court or by your daughter if confirmed by a medical opinion. All of these powers will be restored if it is determined that you are no longer incapacitated.

Article 4 (*Payments During My Lifetime*) directs the Trustees use the income and principal of the Trust for your benefit, even if this requires use of the entire Trust, and expresses your desire to be cared for at home rather than in a nursing home. It also provides the Trustees with the ability to make gifts for estate planning purposes in the event of your incapacity.

Article 5 (*Distributions After My Death*) distributes the remaining Trust Estate to the Trusts for Descendants.

Article 6 (*Trusts for Descendants*) provides terms for the trusts established for your descendants. Discretionary distributions may be made from income or principal for health, education, support, or maintenance. If there are sufficient means for the beneficiary's continued support, the Trustees may make payments for his or her descendants. The Independent Trustee is requested to consider making substantial distributions to the beneficiary upon the happening of various significant events in his or her life, including graduation with a bachelor's degree from an accredited college or university, marriage of the beneficiary or his or her child, purchase of a home, start of a business or entry into an entrepreneurial enterprise of any nature requiring capital (with the suggestion that the beneficiary be required to present a comprehensive business plan), or any other event deemed by the Independent Trustee to be significant. Upon the death of the beneficiary, the Trustees shall distribute all remaining assets as that beneficiary directs. Upon the death of the beneficiary, the Trustees shall divide the trust assets not effectively appointed into shares for that beneficiary's descendants.

Article 7 (*Standby Trust*) creates a standby trust for any amounts that might be distributable to a beneficiary who is under age 21 or whom the Trustees deem to be incapable of handling his or her affairs.

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Article 8 (*Provisions Governing Trustees*) allows you to retain full control over the trust administration or to delegate power to your Co-Trustee; specifies procedures if a Trustee becomes incapacitated; allows for the resignation of Trustees; provides for the appointment of successor Trustees; allows for the removal of Trustees; enumerates powers and duties of successor Trustees and provides for waiver of bond and registration; directs the Trustees to provide annual accountings of assets held in trust for each beneficiary; specifies reasonable compensation for the Trustees; and provides for indemnification for the Trustees.

Article 9 (*Survival Provisions*) requires a beneficiary to survive by 90 days to receive his or her devise.

Article 10 (*Protection of Interests*) protects beneficiaries from creditors and prevents them from selling their interest in the trust. (Many state laws provide exceptions for taxes, alimony, and child support.)

Article 11 (*Substance Abuse*) gives the Trustees the right to withhold distributions to any beneficiaries who are engaging in substance abuse or are otherwise dependent.

Article 12 (*Generation-Skipping Tax Provisions*) sets out rules for dealing with generation-skipping tax issues. Specific instructions apply to splitting trusts to maximize benefit of exemption, paying taxes, and distributing assets to different beneficiaries so as to minimize the generation-skipping tax.

Article 13 (*Payments of Expenses and Taxes*) directs payment of debts and expenses in the discretion of the Trustees and directs payment of taxes from the Residuary Trust Estate, without apportionment.

Article 14 (*Fiduciary Powers*) grants broad powers to the Trustees to facilitate administration of the trusts.

Article 15 (*Environmental Provisions*) gives the Trustees powers to deal with environmental issues. The Trustees will not be held personally liable if assets in the Trust are diminished as a result of complying with environmental laws.

Article 16 (*Insurance Provisions*) directs the Trustees in the administration of life insurance policies and the collection of those proceeds at death.

Article 17 (*Savings Clauses*) limits term of any trust to comply with prohibition on perpetual trusts and protects qualified plan proceeds from creditors and requests longest pay out period allowed.

Article 18 (*Administration and Construction*) provides general instructions for interpretation and application of the terms and administration of the Trust.

Article 19 (*Miscellaneous Provisions*) includes definitions and other miscellaneous provisions.