

When recorded mail to:


Timothy A. Olcott
Attorney at Law
210 West Continental Road, Suite 228
Green Valley, AZ 85614-1946

TRUST DECLARATION

TIMOTHY A. OLCOTT states and declares:

1. That I am an attorney licensed to practice law in Arizona.
2. That at the request of JAMES R. HOWLAND, I prepared a revocable trust agreement which created the JAMES R. HOWLAND TRUST DATED FEBRUARY 23, 1994.
3. That JAMES R. HOWLAND is the initial trustee of this trust.
4. That each trustee of this trust has the authority to transact all business with regard to the purchases and sales of real estate, securities, bank accounts and all other transactions of any kind or nature.
5. That as of the date of this Declaration, this trust continues to be in full force and effect.
6. That attached to this affidavit and incorporated by reference is a reproduction of the following portions of the trust agreement:
 - a. Provision establishing the trust;
 - b. Provision granting trustee's powers;
 - c. Provision identifying trustees; and
 - d. Execution and acknowledgement page.
7. That the above statements are true and correct under penalty of perjury.

Dated: February 23, 1994

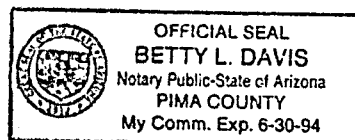


TIMOTHY A. OLCOTT

STATE OF ARIZONA)
) ss.
 COUNTY OF PIMA)

The foregoing instrument was acknowledged before me on February 23, 1994, by TIMOTHY A. OLCOTT.

Betty L. Davis



a. Provision establishing the trust:

"TRUST AGREEMENT"

I, JAMES R. HOWLAND, of Green Valley, Arizona, as settlor, make this agreement with JAMES R. HOWLAND, as trustee.

I hereby transfer to my trustee the property listed in the attached Schedule A, which is my separate property. The property listed in this schedule and all investments and reinvestments thereof and additions thereto are collectively referred to as the "trust estate" and shall be administered and distributed under the following terms:

**ARTICLE ONE
 NAME OF TRUST**

The name of this trust shall be the JAMES R. HOWLAND TRUST DATED FEBRUARY 23, 1994."

b. Provision granting trustee's powers:

"5. My trustees shall have the following powers:

a. To retain any property originally constituting the trust or subsequently added thereto, although not of a type, quality or diversification considered proper for trust investments;

b. To invest and reinvest the trust property in bonds, stocks, notes, bank deposits, shares of registered investment companies, or other property, real or personal,

domestic or foreign, suitable for the investment of trust funds;

c. To register property in the name of a nominee without restriction;

d. To vote in person or by general or limited proxy, or refrain from voting, any corporate securities for any purpose;

e. To lease (for any period of time though commencing in the future or extending beyond the term of the trust), sell, exchange, mortgage or pledge any or all of the trust property, as my trustees deem proper;

f. To borrow from any lender;

g. To employ agents, attorneys, investment advisors and proxies, and to designate a deputy for a checking account, savings account or safe deposit box;

h. To compromise, contest, prosecute or abandon claims;

i. To distribute income and principal in cash or in kind, or partly in each, to allocate or distribute undivided interests or different assets or disproportionate interests in assets (and no adjustment shall be made to compensate for a disproportionate allocation of unrealized gain for federal income tax purposes), and to value the trust property and to sell any part or all thereof in order to make allocation or distribution, and no action taken by my trustees pursuant to this power shall be subject to question by any beneficiary;

j. To elect the mode of distribution of the proceeds under any employee benefit plan, individual retirement plan or insurance contract, without adjustment in the interest of the beneficiaries;

k. To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by us, either of us, any member of my family or a trust or estate in which any beneficiary under this agreement has an interest, even though a trustee is such fiduciary, and to retain any property so purchased;

l. To purchase and own policies of life insurance on the life of any beneficiary under this agreement; to maintain or to terminate any life insurance policy included in the trust estate, to pay premiums thereon (but only from principal); and to exercise all incidents of ownership in connection therewith; and

m. To delegate to a co-trustee any or all of a trustee's powers by a writing delivered to such co-trustee. A statement that a co-trustee is acting under a delegation of duties from another co-trustee according to this power shall fully protect all persons dealing with a co-trustee."

c. Provision identifying trustees:

"8. I may resign as trustee at any time by written notice to my successor trustees. After I resign, die or am unable to

manage my affairs, my wife, SHELTON O. HOWLAND, and NORTHERN TRUST BANK OF ARIZONA, N.A. shall be successor trustees. In case of the death, resignation, refusal or inability to act of my wife as successor trustee, NORTHERN TRUST BANK OF ARIZONA, N.A. shall be sole successor trustee. Where appropriate, the use of the word "trustee" in this agreement includes the plural."

- d. Execution and acknowledgement page (following page):

11621

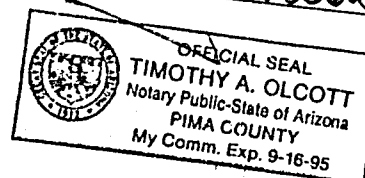
IN WITNESS WHEREOF, I, JAMES R. HOWLAND, as settlor
and as trustee, have signed this agreement the day and year
first above written.

James R. Howland
JAMES R. HOWLAND, as Settlor
and as Trustee

STATE OF ARIZONA)
COUNTY OF PIMA) ss.

The foregoing instrument was acknowledged before me on
February 23, 1994, by JAMES R. HOWLAND.

Timothy A. Olcott



STATE OF OREGON,
County of Klamath ss.

Filed for record at request of:

Timothy A. Olcott
on this 19th day of April A.D., 19 94
at 1:23 o'clock P. M. and duly recorded
in Vol. M94 of Deeds Page 11617
Evelyn Biehn
By Dorlene Millenstare County Clerk
Deputy.

Fee, \$30.00