

MARIUM OSCAR 1992 TRUST

By this trust agreement, Marium Jeannette Oscar, a single woman, who is a resident of Robertson County, Texas, as "trustor," establishes the Marium Oscar 1992 Trust for the benefit of the Pauline Bedach Oscar Memorial, a building, known as "Pat's Grocery", located within the Historical District in the City of Calvert and the Trustor. Trustor grants, assigns and delivers to J.C. Woods, Robertson County, Texas, as "trustee," the property described in Attachment A. Attachment A, which is captioned "Initial Contributions to the Marium Oscar 1992 Trust," is incorporated by reference as a part of this trust agreement. In addition, property acceptable to the trustee may be contributed to the trust from time to time in the future by trustor or by any other person.

All references to "trustee" shall refer to the trustee or trustees then acting as such with respect to the trust referred to.

A. PRIMARY TRUST

A-1. Mandatory Distributions. During the lifetime of the trustor, the trustee shall distribute all of the net income of the trust to the trustor in convenient installments, at least monthly.

A-2. Discretionary Distributions. During the trustor's lifetime, the trustee shall distribute to the trustor from time to time, such amounts of the principal of the trust as are sufficient to provide for the trustor's needs for health, support, and maintenance in the standard of living to which she is accustomed, taking into consideration any other sources of support (both principal and income) which the trustor may have to the knowledge of the trustee. After the trustor's death, the income of the trust shall be used to maintain the Pauline Bedach Oscar Memorial, a building located within the Historical District in the City of Calvert; and may be accumulated and retained, in whole or in part, or the trustee may distribute, from time to time, so much of the trust estate to any charitable organization in the City of Calvert, Texas, in amounts as may be determined in the trustee's discretion.

A-3. Termination. The trust shall terminate when twenty years have elapsed since the death of the trustor. Upon termination, the trust estate shall be distributed to a charitable organization based in Calvert, Texas.

A-4. Purpose. The purposes of the trust are to provide sufficient income to the trustor during her lifetime, to protect the trust's assets, to maintain the Pauline Bedach Oscar Memorial, a building located within the Historical District in the City of Calvert, and to create a charitable remainder trust for the benefit of the above mentioned beneficiaries.

B. DISTRIBUTIONS

B-1. Distributions to or for Beneficiaries. During the term of a trust, any distribution to be made to a beneficiary from the trust may be made (i) to the legal representative of the beneficiary or (ii) in any manner authorized under section 113.021 of the Texas Trust Code. Alternatively, the trustee may otherwise apply all or a part of the distribution for the beneficiary's benefit.

Any distribution under this paragraph shall be a full discharge of the trustee with respect thereto.

B-2. Best Interests of Beneficiary. In making distributions in the "best interests" of a beneficiary, the trustee may consider the age of the beneficiary, the costs of the beneficiary's support, maintenance, education and comfort, any income the beneficiary may have from other sources to the knowledge of the trustee, the effect