

SECOND AMENDMENT TO THE BRUNSTING FAMILY LIVING TRUST

ELMER H. BRUNSTING and NELVA E. BRUNSTING, the Founders of the Brunsting Family Living Trust dated October 10, 1996, hereby amend the said Trust, as follows, to-wit:

1. Article V of the said Trust entitled "Insurance Policies and Retirement Plans" is hereby amended so that from henceforth Article V shall include Section C entitled "Special Provisions Pertaining to Tax-Deferred Trust Assets" as set forth in Exhibit "A" attached hereto and incorporated herein as a part of the Brunsting Family Living Trust dated October 10, 1996 for all purposes.

2. Article IX, Section D of the said Trust entitled "Termination of the Decedent's Trust" is hereby amended so that from henceforth Article IX, Section D is replaced in its entirety with the Article IX, Section D set forth in Exhibit "B" attached hereto and incorporated herein as a part of the Brunsting Family Living Trust dated October 10, 1996 for all purposes.

3. Article XII, Section M of the said Trust entitled "Termination and Distribution of Small Trust" is hereby amended so that from henceforth Article XII, Section M is replaced in its entirety with the Article XII, Section M set forth in Exhibit "C" attached hereto and incorporated herein as a part of the Brunsting Family Living Trust dated October 10, 1996 for all purposes.

4. All amendments set forth in this instrument are effective immediately upon execution of this document by the Founders.

5. All other provisions contained in the Brunsting Family Living Trust dated October 10, 1996, together with the provisions contained in the First Amendment dated April 30, 1999, are hereby ratified and confirmed and shall remain in full force and effect except to the extent that any such provisions are amended hereby.

WITNESS OUR HANDS this the 5th day of June, 2001.



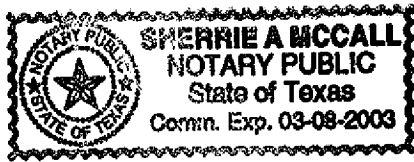
ELMER H. BRUNSTING,
Founder and Trustee



NELVA E. BRUNSTING,
Founder and Trustee

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of June, 2001, by
ELMER H. BRUNSTING and NELVA E. BRUNSTING, as Founders and Trustees.



Sherrie A. McCall
Notary Public, State of Texas

2nd Amendment

EXHIBIT "A"

Article V

Insurance Policies and Retirement Plans

Section C. Special Provisions Pertaining to Tax-Deferred Trust Assets

Since the Founders anticipate that tax-deferred plans such as 401(k) plans, IRA's, SEP's and similar retirement plans and tax-deferred accounts might name this trust as the designated beneficiary in the event of the death of the Founders, the following provisions will hereby apply in all respects with regard to the assets and proceeds of such plans, notwithstanding that other provisions in this Agreement are in conflict with the following provisions:

1. Minimum Distribution

It is the purpose and intent of the Founders that this trust will qualify as a "qualified beneficiary" pursuant to Section 401(a)(9) of the Internal Revenue Code and the term "Minimum Required Distribution" shall mean such mandatory distributions as are required to qualify this trust pursuant to the said Section 401(a)(9) of the Internal Revenue Code.

2. Distribution Restrictions

Notwithstanding any other provision in this trust declaration, and except as provided in this Article, the Trustee may not distribute to or for the benefit of the estate of either Founder, any charity or any other non-individual beneficiary, any benefits payable to this trust under any qualified retirement plan, individual retirement account or other retirement arrangement subject to the "Minimum Required Distribution Rules" of Section 401(a)(9) of the Internal Revenue Code, or other comparable provisions of law. It is the intent of the Founder that all such retirement benefits be distributed to or held only for individual beneficiaries within the meaning of Section 401(a)(9) and applicable regulations. This paragraph shall not apply to any charitable bequest which is specifically directed to be funded with assets other than those encompassed by this provision.

3. Exclusion of Older Adopted "Descendants"

Notwithstanding any other provision hereof or state law, the class of the Founders' (or any other persons) "issue" or "descendants" shall not include an individual who is the Founders' (or such persons') "issue" or "descendants" by virtue of legal adoption if such individual (i) was so adopted after the Required Beginning Date of a Founder or a Founder's death, whichever occurs first, and (ii) is older than the oldest beneficiary of this trust who was a living member of said class on the earlier of said dates. The "Required Beginning Date," for purposes of this paragraph means April 1 of the year following the year in which the plan participant reaches 70½, or, if later, the date on which this trust is first named as a beneficiary of any retirement plan, benefit or arrangement subject to the "Minimum Distribution Rules" of Section 401(a)(9) of the Internal Revenue Code. The said Section 401(a)(9) of the Internal Revenue Code is incorporated by reference in this trust declaration for all purposes, together with applicable treasury regulations pertaining thereto.

4. Payment of Estate Taxes of Plan Participant

Except as required by state law, the trustee shall not use any plan benefits to pay a plan participant's estate taxes.

5. Delivery of Trust to Plan Administrator

If the Founders have not previously done so, the Trustee shall deliver a copy of this trust declaration to any plan administrator within the time limits required by applicable statute, as well as final and proposed treasury regulations.

6. Distribution to the Beneficiaries

Notwithstanding any other provision contained in this trust declaration to the contrary, the Trustee shall withdraw from the individual retirement account or other retirement plan payable to the trust, and distribute directly to the beneficiaries named herein, each year, the Minimum Required Distribution for such year based on the oldest beneficiary's life expectancy. After the death of a beneficiary, the Trustee shall pay income of the trust and such Minimum Required Distribution to the descendants of such deceased or remainder beneficiary, as specified in Article X of this trust declaration.

7. Distribution of More Than the Minimum Distribution

The Trustee is authorized in its sole and absolute discretion, to distribute to the beneficiary and contingent beneficiaries more than the Minimum Required Distribution if deemed necessary and appropriate prior to the mandatory distributions of trust assets provided in Article X of this trust declaration.

EXHIBIT "B"

Article IX

Administration of the Decedent's Trust

Section D. Termination of the Decedent's Trust

When the surviving Founder dies, the Decedent's Trust shall terminate and our Trustee shall administer the balance of the Decedent's Trust according to the following guidelines and in the following order:

1. The surviving Founder shall have the limited testamentary power to appoint all of the undistributed principal and income of the Decedent's Trust among our descendants only (but only to the extent such undistributed principal and income have not been transferred or assigned to the Decedent's Trust by virtue of a disclaimer executed by the surviving Founder). Any such appointment may be in any proportion and on such terms and conditions as the surviving Founder may elect. The surviving Founder shall not have the right or power to appoint any portion of the Decedent's Trust in favor of the surviving Founder's estate, creditors of the surviving Founder's estate, or in any manner which would result in any economic benefit to the surviving Founder. The right to exercise this limited testamentary power of appointment is the sole and exclusive right of the surviving Founder. Our Trustee shall distribute the appointed portions of the Decedent's Trust according to such appointment if exercised and specifically referred to either (i) in a valid last will and testament; (ii) in a living trust agreement; or (iii) by a written exercise of power of appointment executed by the surviving Founder.
2. Any unappointed balance of the Decedent's Trust shall be administered as provided in the Articles that follow.

EXHIBIT "C"

Article XII

Our Trustees' Powers and Authority

Section M. Termination and Distribution of Small Trust

If, in the discretionary judgment of the person(s) or entity serving as Trustee, other than a surviving Founder acting as Trustee, any trust shall at any time be a size which, in the Trustee's sole judgment, shall make it inadvisable or unnecessary to continue such trust, then the Trustee may distribute the trust estate of such trust to its beneficiaries in proportion to their respective presumptive interests in such trust at the time of such termination.

If either or both of us are a beneficiary of a trust terminated pursuant to this paragraph and are surviving at the date of such termination, the Trustee (other than a surviving Founder acting as Trustee) shall distribute the assets of such terminated trust to both of us or the survivor of us. The Trustee shall not be liable either for terminating or for refusing to terminate a trust as authorized by this paragraph.

AMENDED AFFIDAVIT OF TRUST

1. The following Trust and the Second Amendment to the Trust are the subject of this Affidavit:

ELMER H. BRUNSTING or NELVA E. BRUNSTING, Trustees, or the successor Trustees, under the BRUNSTING FAMILY LIVING TRUST, dated October 10, 1996, as amended.

2. The names and addresses of the currently acting Trustees of the Trust are as follows:

Names: ELMER H. BRUNSTING
NELVA E. BRUNSTING

Address: 13630 Pinerock
Houston, Texas 77079

3. The Trust and the Second Amendment to the Trust are currently in full force and effect.
4. Attached to this Affidavit and incorporated in it are provisions of the Second Amendment to the Trust as in Exhibit "A" evidencing the power of a Trustee to terminate a small trust.
5. The signatories of this Affidavit are the currently acting Trustees of the Trust.
6. The signatories of this Affidavit declare that the foregoing statements and the attached Trust provisions are true and correct as amended by the Second Amendment to the Brunsting Family Living Trust under penalty of perjury.
7. This Affidavit is dated June 5, 2001.

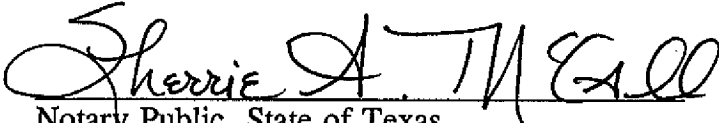

ELMER H. BRUNSTING, Trustee

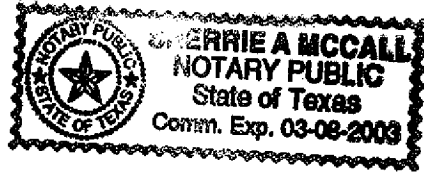

NELVA E. BRUNSTING, Trustee

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing Amended Affidavit of Trust was acknowledged before me on June 5, 2001,
by ELMER H. BRUNSTING and NELVA E. BRUNSTING, Trustees.

Witness my hand and official seal.


Notary Public, State of Texas



*Amend
Affid*

EXHIBIT "A"

Article XII

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If either or both of us are a beneficiary of a trust terminated pursuant to this paragraph and are surviving at the date of such termination, the Trustee (other than a surviving Founder acting as Trustee) shall distribute the assets of such terminated trust to both of us or the survivor of us. The Trustee shall not be liable either for terminating or for refusing to terminate a trust as authorized by this paragraph.