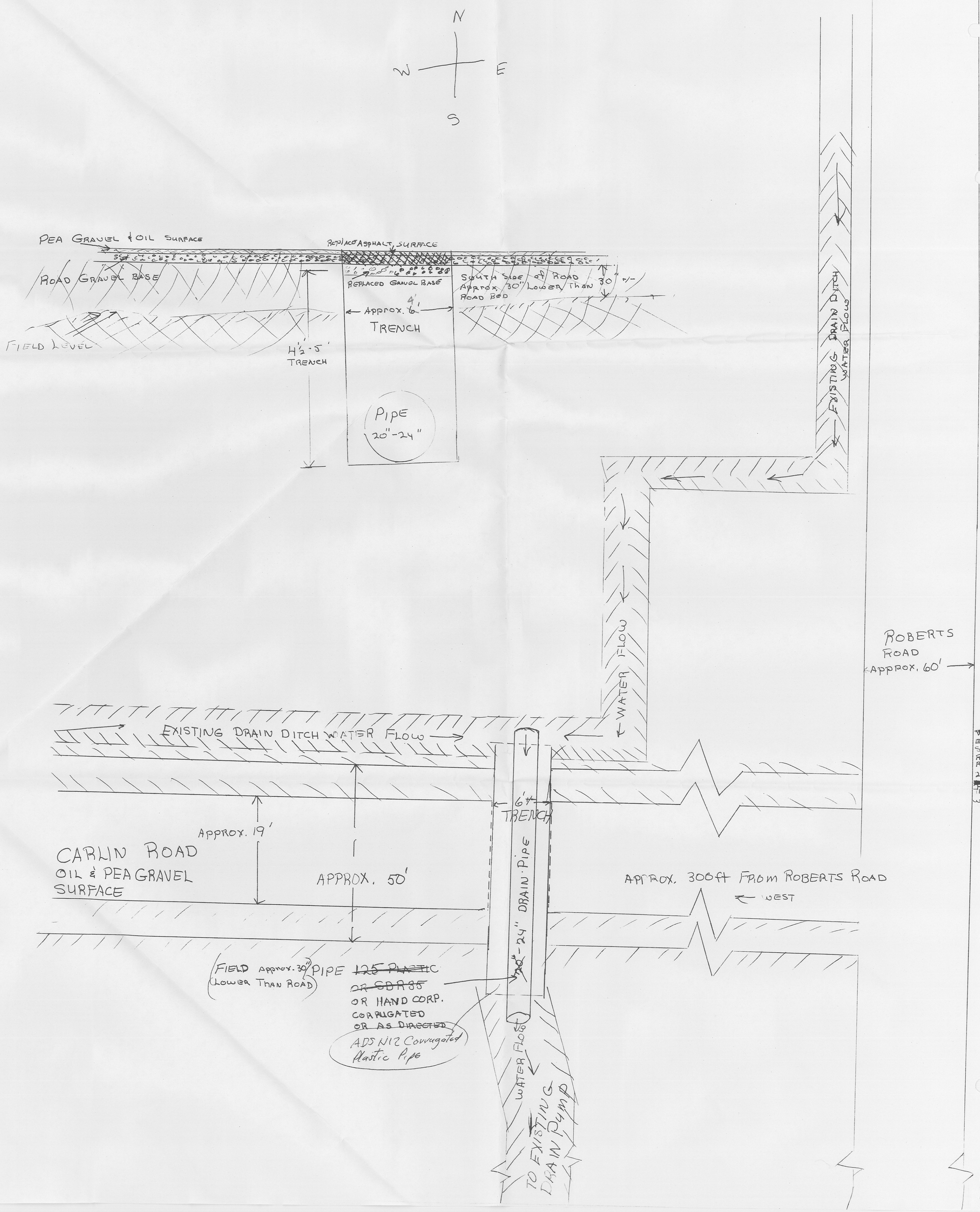FOR PHELPS FAMILY TRUST