

File- Diamonds Ex.

Exhibit 99.(a)(2)

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DIAMONDS TRUST, SERIES 1

TRUST INDENTURE AND AGREEMENT
Dated January 13, 1998

Incorporating
Standard Terms and Conditions of Trust
for DIAMONDS TRUST, SERIES 1
and subsequent and similar
Series of the DIAMONDS TRUST

Dated as of January 1, 1998,

Effective Date
January 13, 1998

Between

PDR SERVICES CORPORATION,
As Sponsor

and

STATE STREET BANK AND TRUST COMPANY,
As Trustee

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This TRUST INDENTURE AND AGREEMENT dated January 13, 1998 (the "Indenture"), between PDR Services Corporation, as Sponsor and State Street Bank and Trust Company, as Trustee, which sets forth certain of its provisions in full and incorporates other of its provisions by reference to a document entitled "Standard Terms and Conditions of Trust" dated as of January 1, 1998, between the parties hereto (hereinafter called the "Agreement;" together with the Indenture, the "Indenture and Agreement"), such provisions are as set forth in full and such provisions as are incorporated by reference constituting a single instrument.

WITNESSETH that:

WHEREAS, the parties hereto have hereto for or concurrently herewith entered into the Agreement in order to facilitate the creation of a series of securities issued under a unit investment trust in accordance with the provisions of the Investment Company Act of 1940 and the laws of the State of New York, such series representing undivided interests in a trust fund composed primarily of Securities (as defined in the Agreement) included from time to time in the Dow Jones Industrial Average (the "DJIA");

WHEREAS, the parties now desire to create the first of the aforesaid series; and

WHEREAS, this first series of the Trust shall be designated and known as "DIAMONDS Trust, Series 1" and shall be subject to the terms and provisions of this Indenture and of the Agreement, incorporated herein;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Sponsor and the Trustee agree as follows:

Section 1. Incorporation of Agreement. Subject to the provisions of

Section 2 hereof, all of the provisions of the Agreement are herein incorporated by reference in their entirety and shall be deemed to be a part of this instrument as though said provisions had been set forth in full in this instrument.

Section 2. Specific Terms of this Series. The parties hereby agree to

the following terms for the DIAMONDS Trust, Series 1:

A. The securities portion of the Initial Portfolio Deposit deposited on the date hereof pursuant to Section 2.02 of the Agreement is comprised of the securities set forth in Schedule A hereto.

B. The number of Initial Portfolio Deposits received by the Trust as of the date of this Indenture is ten (10).

C. The Dividend Equivalent Payment made in connection with each Initial Portfolio Deposit on the date hereof is \$0.00

D. (1) The aggregate number of Creation Units outstanding on the Initial Date of Deposit for this series is ten (10).

(2) The initial fractional undivided interest represented by each Creation Unit of the Trust shall be 1/10th.

(3) The number of DIAMONDS which, when aggregated, constitute one Creation Unit, is 50,000.

E. The Mandatory Termination Date for the Trust shall be (1) one hundred twenty-five years from the date the Trust is declared effective under the Securities Act of 1933, which is January 14, 2123 or (2) the date twenty (20) years after the death of the last survivor of the fifteen (15) persons named below under the List of Measuring Lives, whichever occurs first:

List of Measuring Lives

| Name | Address | Date of Birth |
|-------------------------|---|---------------|
| Lauren Michele Weber | 6 Chadwick Court Denville, NJ 07834 | 12/9/94 |
| David Martin Angel | 936 North Livingstonft Arlington, VA 22205 | 10/23/96 |
| Campbell Barnett Holman | 27 Knollwood Road Short Hills, NJ 07078 | 6/6/97 |
| David Emmanuel Caine | 44 Long Pond Lane Staten Island, NY 10304 | 1/8/97 |
| Nathan Robert Morris | 303 Mercer Street Apt. A605 New York, NY 10003 | 9/5/97 |
| Devon Hennessy | 70 Lincoln Avenue Apt. 22E Rockville Center, NY 11570 | 5/3/97 |
| Naeema Janae Campbell | 321 Beach 57th Street Apt. 5k Arverne, NY 11692 | 5/14/95 |
| Steven William Tarr | 15 Tristam Place Pine Brook, NJ 07058 | 3/11/97 |
| Samuel J. Carsky | 2 Bayberry Street Bronxville, NY 10708 | 6/25/97 |

| | | |
|-----------------------------|--|----------|
| Chloe Josephine Morris | 303 Mercer Street Apt. A605 New York, NY 10003 | 2/29/96 |
| Samantha Elizabeth Buono | 2467 West 3rd St. Brooklyn, NY 11223 | 11/6/97 |
| Kevin Joseph Sweeney | 34 Jefferson Street Metuchen, NJ 08840 | 12/16/97 |
| Jhordan Michael Julien | 20-41 Seagirt Blvd. Apt. 5F Far Rockaway, NY 11691 | 5/27/97 |
| Lily Sherry Hogan | 160 West 66th Street Apt. 25H New York, NY 10023 | 9/9/97 |
| Ariana Miyuki Vetrano | 99 Bank Street Apt. 4H New York, NY 10014 | 9/11/97 |

F. The initial Date of Deposit of this Series of the Trust is the date hereof.

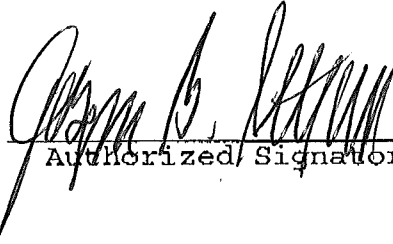
G. The Trust's taxable year shall be the calendar year ending each October 31.

H. This Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, PDR Services Corporation has caused this Indenture to be executed by one of its Authorized Signatories and attested by its Secretary or one of its Assistant Secretaries, and State Street Bank and Trust Company has caused this Indenture to be executed by one of its Authorized Signatories and attested by one of its Authorized Signatories, all as of the date first above written.

PDR SERVICES CORPORATION

Attest:

By  Authorized Signatory

Secretary

STATE STREET BANK
AND TRUST COMPANY

BY _____
Authorized Signatory

Attest:

Authorized Signatory

STATE OF NEW YORK)

:SS:

COUNTY OF NEW YORK)

On this 13th day of January, 1998, before me personally appeared Joseph Stefanelli, to me known, who, being by me duly sworn, did depose and say that he is an Authorized Signatory of PDR Services Corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like authority.

Deborah E Ferraro

Notary Public

DEBORAH E. FERRARO
Notary Public, State of New York
No. 524929665
Qualified in Suffolk County
Commission Expires May 2, 1998

IN WITNESS WHEREOF, PDR Services Corporation has caused this Indenture to be executed by one of its Authorized Signatories and attested by its Secretary or one of its Assistant Secretaries, and State Street Bank and Trust Company has caused this Indenture to be executed by one of its Authorized Signatories and attested by one of its Authorized Signatories, all as of the date first above written.

PDR SERVICES CORPORATION

Attest:

By _____
Authorized Signatory

Secretary

STATE STREET BANK
AND TRUST COMPANY

BY *Stephen Crook*
Authorized Signatory

Attest:

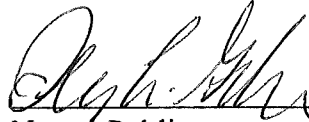
[Signature]
Authorized Signatory

COMMONWEALTH OF MASSACHUSETTS)

: ss.:

COUNTY OF NORFOLK)

On this 13th day of January, 1998, before me personally appeared Kathleen C. Cuocolo, to me known, who, being by me duly sworn, did depose and say that she is Senior Vice President of State Street Bank and Trust Company, the bank and trust company described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said bank and trust company.



Notary Public

SCHEDULE A

DIAMONDS TRUST,

SERIES 1

A. SECURITIES DEPOSITED WITH THE TRUST
ON THE INITIAL DATE OF DEPOSIT

| Name of Issuer and Title of Issue | Shares | Value |
|--|--------|--------------|
| AT&T Corp. | 19,920 | \$1,298,535 |
| Allied-Signal Inc. | 19,920 | 732,060 |
| Aluminum Co. of America..... | 19,920 | 1,314,720 |
| American Express Co. | 19,920 | 1,649,625 |
| Boeing Co. | 19,920 | 896,400 |
| Caterpillar Inc. | 19,920 | 917,565 |
| Chevron Corp. | 19,920 | 1,482,795 |
| Coca-Cola Co. | 19,920 | 1,299,780 |
| Disney (Walt) Co. (The)..... | 19,920 | 1,892,400 |
| Du Pont (E.I.) de Nemours & Co., Inc. ... | 19,920 | 1,084,395 |
| Eastman Kodak Co. | 19,920 | 1,221,345 |
| Exxon Corp. | 19,920 | 1,196,445 |
| General Electric Co. | 19,920 | 1,487,775 |
| General Motors Corp. | 19,920 | 1,152,870 |
| Goodyear Tire & Rubber Co. (The)..... | 19,920 | 1,203,915 |
| Hewlett Packard Co. | 19,920 | 1,269,900 |
| International Business Machines Corp. ... | 19,920 | 2,034,330 |
| International Paper Co. | 19,920 | 849,090 |
| J.P. Morgan & Co. | 19,920 | 2,130,195 |
| Johnson & Johnson..... | 19,920 | 1,319,700 |
| McDonald's Corp. | 19,920 | 937,485 |
| Merck & Co., Inc. | 19,920 | 2,116,500 |
| Minnesota Mining and Manufacturing Co. .. | 19,920 | 1,675,770 |
| Philip Morris Cos., Inc. | 19,920 | 953,670 |
| Procter & Gamble Co. | 19,920 | 1,616,010 |
| Sears, Roebuck & Co. | 19,920 | 901,380 |
| Travelers Group Inc. | 19,920 | 987,285 |
| Union Carbide Corp. | 19,920 | 821,700 |
| United Technologies Corp. | 19,920 | 1,413,075 |
| Wal-Mart Stores, Inc. | 19,920 | 786,840 |
| Total Investments-(Cost \$38,643,555)..... | | \$38,643,555 |

B. Amount of Cash Component Deposited with
the Trust on the Initial Date of Deposit.

\$ 17,095