

ABSTRACT OF TRUST

The undersigned hereby certify that on Aug 23, 1995, they created a revocable Living Trust. This Trust is known as: The Heiden Family Trust, dated Aug 23rd, 1995, Arthur W. Heiden and Evelyn Heiden, Trustors and Arthur W. Heiden, Trustee, for the benefit of the Heiden family.

IT IS AGREED BETWEEN PARTIES HERETO AS FOLLOWS:

Description of Trust

The undersigned hereto desire to confirm the establishment of a revocable and amendable Living Trust on Aug 23rd, 1995, and amendments thereto, for the benefit of the Trustors (as husband and wife) and containing inter alia the following provisions:

1. Arthur W. Heiden is designated as the Trustee to serve until the death, resignation or incompetence of both Trustors. If more than one, the original Trustees are authorized to serve jointly and severally and either shall have full authority for the Trust without the consent of the other, to act independently in performing transactions on behalf of the Trust, except as to transactions involving real property.
2. Upon the removal of the original Trustee, the successor Trustee is (or Co-Trustees are) designated as Jeanette L. Tullis.
3. Upon the death of either Trustor, the Trust property remains in Trust for the survivor's lifetime and is fully revocable and amendable by the surviving spouse.
4. The surviving spouse retains the unlimited right to withdraw income and principal from Trust A. The survivor also retains a general power of appointment which can be exercised by Will, or by lifetime transfer, over the Trust A property. It is specifically intended that Trust A shall qualify for the marital deduction under Internal Revenue Code Section 2056.
5. The surviving spouse is vested with a life income from Trust and the Trustee may invade principal for the benefit of the survivor as determined by an ascertainable standard.

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W.E. DAVIS CH. CLK.by: G. Starkey

6. Any Trustee/Trustor has the power and authority to manage and control, buy, sell and transfer the Trust property, in such manner as the Trustee may deem advisable, and shall have, enjoy and exercise all powers and rights over and concerning said property and the proceeds thereof as fully and amply as though said Trustee were the absolute and unqualified owner of same, including the power to grant, bargain, sell and convey, encumber and hypothecate, real and personal property, and the power to invest in corporate obligations of every kind, stocks, preferred or common, and to buy stocks, bonds and similar investments on margin or other leveraged accounts, except to the extent that such management would cause includability of an irrevocable Trust in the estate of a Trustee.
7. Following the death of both Trustors, the Trust continues or is distributed in whole or in part for the benefit of other named Beneficiaries according to the terms of the Trust.
8. While both Trustors are living and competent, except when there shall be a Corporate Trustee, either Trustee may add money to or withdraw money from any bank or savings and loan or checking account owned by the Trust without the approval of the Trustee or other Trustor, provided, however, that the ownership of funds received and deposited, whether community property or non-community property shall remain the same and the Trustor removing or adding funds shall gain no additional ownership interest therein than was present prior to the withdrawal from or addition to the Trust account.
9. All property transferred into the Trust is intended to be the commonly owned property of the Trustors, unless the Trustors have provided otherwise by a Separate Property Addendum to the Trust, or by a separate agreement of the parties.
10. All personal property transferred into Trust remains personal property and all real property transferred into Trust remains real property.
11. Unless otherwise indicated to a prospective transferee, the Trustee has full power to transfer assets held in the name of the Trust and subsequent transferees are entitled to rely upon such transfers provided the chain of title is not otherwise deficient.
12. The situs of the Trust is the State of Tennessee.
13. This Trust contains a spendthrift provision.
14. The use of this Abstract of Trust is for convenience only and the Trust is solely controlled as to provisions and interpretations, and any conflict between this abstract and the Trust shall be decided in favor of the Trust.

IN WITNESS WHEREOF, the parties have hereto executed this Abstract of Trust this 23rd day of Aug, 1995.

TRUSTORS:

Arthur W. Heiden
Arthur W. Heiden

Evelyn A. Heiden
Evelyn Heiden

TRUSTEES:

Arthur W. Heiden
Arthur W. Heiden

CERTIFICATE OF ACKNOWLEDGMENT

ss. (STATE OF TENNESSEE
(COUNTY OF SHELBY

On this 23rd day of Aug, 1995, before me, Amothy L Westmouland (here insert name of notary) a Notary Public, personally appeared Arthur W. Heiden and Evelyn Heiden, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity(ies), and that by their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Amothy L Westmouland (Seal)

MY COMMISSION EXPIRES JUNE 8, 1996



RETURN TO:
THOMAS R. JAMES - (901-681-9845)
5101 WHEELIS DRIVE, SUITE 100
MEMPHIS, TN 38117