

CERTIFICATE OF TRUST
OF THE
BERL B. OLSWANGER, JR. REVOCABLE TRUST

BK 23 PG 293
W.E. DAVIS CH. CLK.

THIS CERTIFICATE OF TRUST is made and entered into on this the 12 day of November, 1996, by and between Berl B. Olswanger, Jr., Grantor, and Michael J. Gordon, Trustee of the Berl B. Olswanger, Jr. Revocable Trust u/a dtd November 12, 1996 in accordance with the provisions of Mississippi Code Annotated §91-9-7. Some of the pertinent provisions of the Berl B. Olswanger, Jr. Revocable Trust u/a dtd November 12, 1996 are as follows:

1. The name of the Trust is the Berl B. Olswanger, Jr. Revocable Trust ("Trust").
2. The street and mailing address of the office of the Trust is 296 Mary Ann Drive, Memphis, Tennessee 38117. The Trustee of the Trust is Michael J. Gordon. The street and mailing address of the Trustee is 296 Mary Ann Drive, Memphis, Shelby County, Tennessee 38117.
3. The Grantor of the Trust is Berl B. Olswanger, Jr. The mailing address for the Grantor is 10315 Ingrams Mill Road, Hernando, DeSoto County, Mississippi 38632-9382.
4. The real property conveyed to the Trust is as follows:
(See Exhibit A)
5. The anticipated date of termination of the Trust is: perpetual.
6. The Trust grants the Trustee the following powers: Full trustee powers.

IN WITNESS WHEREOF, this Certificate of Trust has been executed by the parties hereon on the day and year first written above.

Berl B. Olswanger, Jr.
BERL B. OLSWANGER, JR., Grantor

Michael J. Gordon
MICHAEL J. GORDON, Trustee

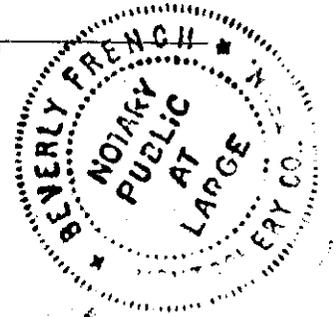
STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this 12th day of November, 1996, within my jurisdiction, the within named, Berl B. Olswanger, Jr., who acknowledged that he is Grantor of the Berl B. Olswanger, Jr. Revocable Trust u/a dtd November 12th, 1996 and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.

Beverly French
Notary Public

My Commission Expires:

2-20-2000

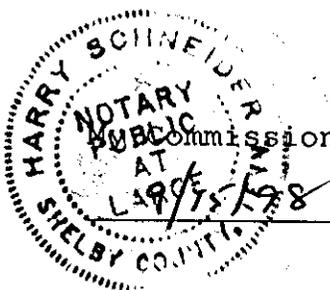


STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this 12th day of November, 1996, within my jurisdiction, the within named, Michael J. Gordon, who acknowledged that he is Trustee of the Berl B. Olswanger, Jr. Revocable Trust u/a dtd November 12, 1996 and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.

Harry Schneider
Notary Public

My Commission Expires:



Prepared by: Arleen L. Siegel
Schneider, Kahn & Siegel, P.C.
5170 Sanderlin Rd., Suite 200
Memphis, TN 38117
(901) 685-3131

Exhibit A

145.87 acres, described as commencing at the northwest corner of Section 23, Township 3 South, Range 6 West, DeSoto County, Mississippi; thence North 84 degrees 20 minutes East along the center of Ingram Mills Road 1,558.5 feet to a spike in center of road at the point of beginning; thence South 4 degrees 40 minutes East 1,320 feet to an iron pin; thence 83 degrees 50 minutes East along old wire fence line 5,240 feet to a point in the center of Pidgeon Roost Drainage Canal; thence North 37 degrees 46 minutes West along said center of canal 1,585 feet to a spike in center of Ingram Mills Road; thence South 82 degrees 54 minutes West along center of said road 650 feet to a point; thence South 83 degrees 08 minutes West along said center of road 3,221.5 feet to a point; thence South 84 degrees 20 minutes West along center of road 500 feet to the point of beginning and containing 145.87 acres, less road and drainage rights of way. Being situated in the Northeast Quarter of the Northeast Quarter of Section 23, and part of the Northwest Quarter of the Northwest Quarter of Section 24, Township 3 South, Range 6 West, and being the same property conveyed by D. Mel Olswanger, Jr., Trustee of Residual Trust under Last Will and Testament of Berl Brendan Olswanger to the undersigned Berl B. Olswanger, Jr. and filed in Book 269, Page 333 in the office of the Chancery Clerk of DeSoto County, Mississippi.