

STATE MS. - DESOTO CO.
FILED

JAN 30 3 03 PM '97

CERTIFICATE OF TRUSTPursuant to Section 91-9-7
Mississippi Code AnnotatedBK 73 PG 665
W.E. DAVIS CH. CLK.

1. Name of Trust: John K. Duckworth Revocable Trust, 2586 Fogg Road, Nesbit, Mississippi 38651.
2. Name of Grantor: John K. Duckworth, 2586 Fogg Road, Nesbit, Mississippi 38651.
3. Name of Trustee: John K. Duckworth, 2586 Fogg Road, Nesbit, Mississippi 38651.
4. Real Property Interests Owned by Trust: An undivided one-half interest as tenant-in-common with respect to the following parcels situated and being in Nesbit, County of DeSoto, State of Mississippi, to wit:

Parcel I.

Beginning at southwest corner of Northwest Quarter of Section 20, Township 2, Range 8 West; thence north 4 degrees 24 minutes west along west line of said Section, 533.0 feet to the south line of the Drewery tract; thence north 85 degrees 17 minutes east along south line of said Drewery tract 412.7 feet to an iron pin; thence north 3 degrees 56 minutes west along east line of said Drewery tract and projection thereof 893.0 feet to an iron pin; thence north 85 degrees 54 minutes east along south line of the Sexton tract 571.3 feet to an iron pin; thence south 4 degrees 11 minutes east 1784.5 feet to an iron pin; thence south 85 degrees 34 minutes west 984.0 feet to a point in the west line of said Section 20; thence north 4 degrees 24 minutes west 360.0 feet to the point of beginning and containing 32.5 acres, more or less. All bearings are magnetic.

Parcel II.

3.56 acres in the west half of Section 20, Township 2 South, Range 8 West, described as follows, to wit: BEGINNING at a point in the center of Fogg Road, said point being 2098.3 feet south of the northwest corner of Section 20, Township 2 South, Range 8 West; thence east 40 feet to a point in the east right-of-way of said road and the southwest corner of the Drewery tract and being the point of beginning of the following lot; thence north 85°17' east 372.7 feet along the south line of said Drewery tract to the southeast corner of said tract; thence north 3°56' west 404.20 feet along the east line of said tract to a point; thence south 88°28' west 377.0 feet to a point in the east right-of-way of Fogg Road (80

feet wide); thence south 4°28' east 425.0 feet along said right-of-way to the point of beginning, and containing 3.56 acres, more or less.

5. Anticipated Termination Date: Death of survivor of Grantor and spouse, Norma Jean Duckworth.

6. General Powers of Trustee:

(a) To retain any property (including stock of any corporate Trustee hereunder or a parent or affiliate company) originally constituting the trust or subsequently added thereto, although not of a type, quality or diversification considered proper for trust investments;

(b) To invest and reinvest the trust property in bonds, stocks, mortgages, notes, bank deposits, options, futures contracts, limited partnership interests, shares of registered investment companies, or other property of any kind, real or personal, domestic or foreign, suitable for the investment of trust funds;

(c) To cause any property, real or personal, belonging to the trust to be held or registered in the Trustee's name or in the name of a nominee or in such other form as the Trustee deems best without disclosing the trust relationship;

(d) To vote in person or by general or limited proxy, or refrain from voting, any corporate securities for any purpose, except that any security as to which the Trustee's possession of voting discretion would subject the issuing company or the Trustee to any law, rule or regulation adversely affecting either the company or the Trustee's ability to retain or vote company securities, shall be voted as directed by the beneficiaries then entitled to receive or have the benefit of the income from the trust; to exercise or sell any subscription or conversion rights; to consent to and join in or oppose any voting trusts, reorganizations, consolidations, mergers, foreclosures and liquidations and in connection therewith to deposit securities and accept and hold other property received therefor;

(e) To lease trust property for any period of time though commencing in the future or extending beyond the term of the trust;

(f) To borrow money from any lender, extend or renew any existing indebtedness and mortgage or pledge any property in the trust;

(g) To sell at public or private sale, contract to sell, convey, exchange, transfer and otherwise deal with the trust property and any reinvestments thereof, and to sell put and covered call options, from time to time for such price and upon such terms as the Trustee sees fit;

- (h) To employ agents, attorneys, brokers (including any firm by which a Trustee may be employed or in which it may have a financial interest) and proxies, and to delegate to them such powers as the Trustee considers desirable;
- (i) To compromise, contest, prosecute or abandon claims in favor of or against the trust;
- (j) To distribute income and principal in cash or in kind, or partly in each, and to allocate or distribute undivided interests or different assets or disproportionate interests in assets, and no adjustment shall be made to compensate for a disproportionate allocation of unrealized gain for federal income tax purposes; to value the trust property and to sell any part or all thereof in order to make allocation or distribution; no action taken by the Trustee pursuant to this paragraph shall be subject to question by any beneficiary;
- (k) To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by me or any member of my family or a trust or estate in which any beneficiary under this trust has an interest, though a Trustee hereunder is the fiduciary; to deal with a corporate Trustee hereunder individually or a parent or affiliate company;
- (l) To establish out of income, and credit to principal, reasonable reserves for depreciation, obsolescence and depletion;
- (m) To elect, pursuant to the terms of any employee benefit plan, individual retirement plan or insurance contract, the mode of distribution of the proceeds thereof, and no adjustment shall be made in the interests of the beneficiaries to compensate for the effect of the election;
- (n) To take such action in collecting the proceeds of any life insurance payable to the Trustee (after deducting all charges by way of advances, loans or otherwise) as the Trustee deems best, paying the expense thereof from the trust property, but the Trustee need not enter into litigation to enforce payment on a policy until indemnified to its satisfaction against all expenses and liabilities which might result therefrom; the insurance company shall not take notice of the provisions of this trust or see to the application of the proceeds, and the Trustee's receipt to the insurance company shall be a complete release for any payment made; and
- (o) To perform other acts necessary or appropriate for the proper administration of the trust, execute and deliver necessary instruments and give full receipts and discharges.

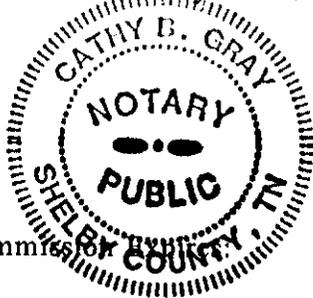
IN WITNESS WHEREOF, the Grantor and Trustee have executed this Certificate of Trust on this 21st day of January, 1997.

John K. Duckworth, Grantor & Trustee
John K. Duckworth, Grantor and Trustee

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned Notary Public in and for the State and County aforesaid, the within named John K. Duckworth, who acknowledged that he signed and delivered the foregoing instrument on the day and year therein mentioned as his voluntary act and deed.

Given under my hand and seal this 21st day of January, 1997.



Cathy B. Gray
Notary Public

My Commission Expires

April 13, 1997

Grantor and Trustee's Home Phone:
781-1105 (No Business Phone)

This instrument prepared by:

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