

APR 17 10 20 AM '97

CERTIFICATE OF TRUST AGREEMENT

BK 74 PG 244
W.E. DAVIS CH. CLK.

The undersigned, pursuant to Mississippi Code Annotated §91-9-7, as amended, certify that the following information concerning a revocable living trust known as Parker Living Trust, dated April 2, 1997, Fayne P. Parker and Inez B. Parker, Trustees, is true and correct as set forth below:

1. Name of Trust: Parker Living Trust, dated April 2, 1997, Fayne P. Parker and Inez B. Parker, Trustees.
2. Name of Grantor/Trust Maker: Fayne P. Parker and Inez B. Parker
4160 Highway 196
Collierville, Tennessee 38017
3. Street or Mailing Address: 4160 Highway 196
Collierville, TN 38017
4. Trustees: Fayne P. Parker and Inez B. Parker
4160 Highway 196
Collierville, Tennessee 38017
5. Real Property in Mississippi Owned by or to be Conveyed to Trust:

An approximate 1/3 Interest and approximately 42 acres of real property located in Section 34, Township 1 South, Range 7 West, DeSoto County, Mississippi, more particularly described as follows, to-wit:

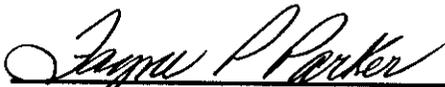
42.0000, more or less, acre tract of land being located in the North half of Section 34, Township 1 South, Range 7 West, DeSoto County, Mississippi, BEGINNING at an existing fence post (found) at the northwest corner of Lot No. 4, Greenbriar Subdivision (Plat Book 21, Page 21), said post being 1412.20 feet westwardly and 1486.10 feet southwardly from the accepted northeast corner of Section 34, Township 1 South, Range 7 West; thence South 89° 59' 30" West 607.82 feet along an existing fence line to an iron stake, said iron stake being also the True Point of Beginning for the herein described tract; thence continue South 89° 59' 30" West 2293.95 feet along said fence line to a p.k. nail in the present centerline of Getwell Road; thence South 00° 06' 30" West

809.44 feet with said centerline to a p.k. nail thence North 89° 25' 31" East 2291.47 feet along an existing fence line to an iron stake at the southwest corner of a 10.9365, more or less, acre tract; thence North 00° 15' 25" East 786.94 feet along the westerly line of said 10.9365, more or less, acre tract to the point of beginning containing 42.0000, more or less, acres of land being subject to all codes, regulations and revision, easements and right of ways of record. And being situated in the NE quarter.

It is our intent to transfer all real property of whatever nature which we own in DeSoto County, Mississippi into the trust.

6. Termination: The anticipated termination date of the trust is upon death of the Grantors and the distribution of the assets to the beneficiaries.
7. Trustee Powers: The Trustees are authorized to exercise general powers and control over the trust and to do all acts necessary to administer the trust, including, but not limited to, the right to sell, convey, manage, encumber and dispose of any real or personal property held in the trust. The Trustees are authorized to employ persons, including attorneys, accountants, advisors, or other agents necessary or desirable in the administration of the trust.

Dated this the 12th day of April, 1997.



FAYNE P. PARKER,
GRANTOR/TRUSTEE



INEZ B. PARKER,
GRANTOR/TRUSTEE

STATE OF MISSISSIPPI

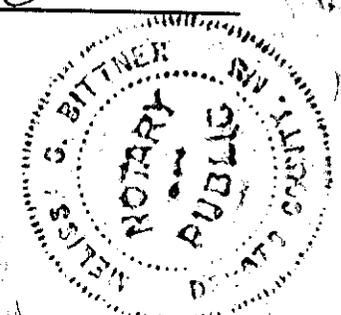
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforementioned, the within named FAYNE PARKER, individually as Grantor and in his capacity as Trustee of the Parker Living Trust dated April 2, 1997, who acknowledged that he signed and delivered the above and foregoing instrument on the day and year therein mentioned as his voluntary act and deed for the purposes expressed therein.

Given under my hand and official seal this the 12th day of April, 1997.

Melissa S. Bittner
Notary Public

My Commission Expires:
9-22-2000



STATE OF MISSISSIPPI

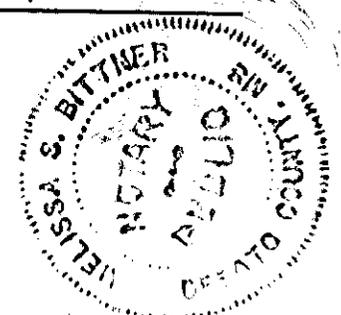
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforementioned, the within named INEZ B. PARKER, individually as Grantor and in her capacity as Trustee of the Parker Living Trust dated April 2, 1997, who acknowledged that she signed and delivered the above and foregoing instrument on the day and year therein mentioned as her voluntary act and deed for the purposes expressed therein.

Given under my hand and official seal this the 12th day of April, 1997.

Melissa S. Bittner
Notary Public

My Commission Expires:
9-22-2000



Prepared By:
BRIDGFORTH & BUNTIN
P. O. Box 241
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