

CERTIFICATE OF TRUST AGREEMENT

JUL 30 4 14 PM '99

The FAB Trust

BK 82 PG 103

This Certificate of Trust Agreement is for filing with the appropriate chancery court in lieu of the usual trust agreement, in accordance with the provisions of §91-9-7.

The undersigned trustees and grantors hereby certify the following with regard to The FAB Trust, dated the 29th day of July, 1999.

- a) The name of the trust is The FAB Trust.
- b) The street and mailing address of the office of the trust is: 5511 Stadium Boulevard, P.O. Box 1577, Jonesboro, Arkansas, 72404. The names of the trustees are: Frank Mitchell and Bob Riley. The street and mailing address of the trustees are the same as the office of the trust.
- c) The name of the grantors are MDR Cartage, Inc.: Frank Mitchell and Bob Riley. The street and mailing address of the grantors are the same as the office of the trust.
- d) The interest in real property to be conveyed to the trust is a fee simple title interest in the following:

Lot 2, Section B, Olive Branch Industrial Park Subdivision, situated in Section 26, Township 1 South, Range 6 West, City of Olive Branch, DeSoto County, Mississippi as per plat recorded in Plat Book 24, Page 52, Chancery Clerk's Office, DeSoto County, Mississippi.

- e) The anticipated date of termination of the trust is 21 years after the death of the last of the now living descendants of the grantors; and
- f) The trustees are granted full power to do and effect all things with trust property to the same extent that an individual could do with property privately owned and unencumbered; and either of the two trustees acting singly may conduct all business and transactions with the trust property including sale and encumbrance.

This July 29, 1999

MDR Cartage, Inc., Grantor

By Frank Mitchell
Frank Mitchell, President

By Bob Riley
Bob Riley, Secretary

Frank Mitchell
Frank Mitchell, Trustee

Bob Riley
Bob Riley, Trustee

Frank Mitchell
Frank Mitchell, Grantor

Bob Riley
Bob Riley, Grantor

ACKNOWLEDGMENT

STATE OF ARKANSAS

COUNTY OF CRAIGHEAD

BE IT REMEMBERED, That on this day came before me, the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned, qualified, and acting, Frank Mitchell and Bob Riley, Trustees of The FAB Trust, an Arkansas corporation, and were duly authorized in their capacity to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed, and delivered said foregoing instrument for the consideration, uses, and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 29th day of July, 1999.


Notary Public

My Commission Expires:

Jackie Pardew, Notary Public
Craighead County, Arkansas
My Commission Expires 5-8-2002

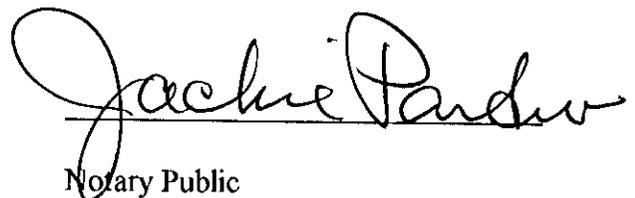
ACKNOWLEDGMENT

STATE OF ARKANSAS

COUNTY OF CRAIGHEAD

BE IT REMEMBERED, That on this day came before me, the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned, qualified, and acting, Frank Mitchell and Bob Riley, the President and Secretary, respectively, of MDR Cartage, Inc., an Arkansas corporation, and were duly authorized in their capacity to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed, and delivered said foregoing instrument for the consideration, uses, and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 29th day of July, 1999.



Jackie Parlow
Notary Public

My Commission Expires:

Jackie Parlow, Notary Public
Craighead County, Arkansas
My Commission Expires 5-8-2002

ACKNOWLEDGMENT

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

BE IT REMEMBERED, That on this day came before me, the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned, qualified, and acting, Frank Mitchell and Bob Riley, to me well known as the persons executing the above and foregoing Certificate of Trust Agreement, and stated that they had executed the same for the considerations, uses, and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 29th day of July, 1999.



Notary Public

My Commission Expires:

Jackie Pardew, Notary Public
Craighead County, Arkansas
My Commission Expires 5-8-2002

Prepared by and return to: Woods and Snyder, L.L.C.
P. O. Box 1456
Olive Branch, MS 38654
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